



13 November 2017

Comet Ridge Limited

## Issue of Share Purchase Plan

On 9 November 2017, Comet Ridge Limited (“COI”) announced the successful completion of a placement to institutional and sophisticated investors raising approximately \$10 million (“**Placement**”) and that COI will be undertaking a Share Purchase Plan to raise up to a further \$3 million (“**SPP**”).

Eligible shareholders recorded on the Company’s share register at 5.00pm (AEDT) on Wednesday, 8 November 2017 are entitled to apply for up to 42,553 shares at \$0.235 per share for a maximum investment of \$10,000 free of brokerage and other related transaction costs.

Attached to this announcement are the following documents in relation to the SPP:

1. Chairman’s letter to COI shareholders;
2. Share Purchase Plan Terms and Conditions; and
3. Pro-Forma Share Purchase Plan Application Form.

The attached documents are in the process of being dispatched to eligible Shareholders. Full details of the SPP are set out in the Terms and Conditions and further details of the capital raising are contained in the announcement made to the market 9 November 2017.

If you have any queries in relation to the SPP, please do not hesitate to contact the Company Secretary by telephone on +61 7 3221 3661 or by email at [info@cometridge.com.au](mailto:info@cometridge.com.au).

*Yours faithfully*

Stephen Rodgers  
Company Secretary  
Comet Ridge Limited

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## CHAIRMAN'S LETTER

13 November 2017

Dear Shareholder,

### 1. Share Purchase Plan

On behalf of the Board of Directors of Comet Ridge Limited ("**COI**" or "**Company**"), I am pleased to offer eligible COI shareholders an opportunity to participate in the Share Purchase Plan ("**SPP**") which was announced on 9 November 2017. The SPP allows eligible COI shareholders to purchase up to A\$10,000 worth of new ordinary shares in COI ("**SPP Shares**") (subject to any scale back at COI's absolute discretion) without brokerage or transaction costs.

COI recently conducted a placement of ordinary shares to professional and sophisticated investors, raising approximately A\$10 million ("**Placement**").

The SPP gives you the chance to increase your COI holding at a price of A\$0.235 per share ("**Issue Price**"), which is the same price professional and sophisticated investors were offered new shares under the Placement. The Issue Price represents a discount of approximately 14.5 % to the closing price of COI ordinary shares on Tuesday, 7 November 2017, being A\$0.275, which was the day prior to the Company entering into the Trading Halt to undertake the Placement.

All shareholders whose address in the share register of COI is in Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI) and who hold COI shares on the record date, being Wednesday, 8 November 2017 at 7.00pm (AEDT) are generally eligible to participate in the SPP.

Participation in the SPP is entirely voluntary. If you are an eligible COI shareholder and wish to participate in the SPP, you may apply for up to A\$10,000 worth of SPP Shares at the Issue Price. You may apply to buy a parcel of SPP Shares valued at:

- (a) **A\$1,000;**
- (b) **A\$2,500;**
- (c) **A\$5,000;**
- (d) **A\$7,500; or**
- (e) **A\$10,000.**

as explained in the accompanying Terms and Conditions. If you do not wish to participate, you may disregard this letter.

Full details of the SPP are set out in the attached Terms and Conditions and Application Form (which together with this letter constitute the "**SPP Offer Document**"). I encourage you to read the SPP Offer Document carefully and in its entirety before making a decision on whether to participate in the SPP.

## 2. Purpose of the SPP

The purpose of the SPP and the Placement is to secure additional funding to continue to advance Comet Ridge's gas projects which are expected to feature prominently as short to mid-term supply solutions for a domestic market with significant demand requirements. In particular the net proceeds of the SPP and Placement along with the existing cash will be used to fund the following items:

- a) Ongoing appraisal and pre-development activities at the Company's flagship Mahalo project;
- b) Comet Ridge's share of the initial stage of the Albany sandstone initial appraisal programme;
- c) Additional Galilee exploration and appraisal and other permit expenditure; and
- d) General corporate and working capital purposes.

## 3. Scale back of SPP

COI has the absolute discretion to scale back applications under the SPP on the basis, and to the extent that, it sees fit. If the total value of applications for SPP Shares under the SPP is more than A\$3 million, COI may undertake a scale back.

Should this occur, you may be allocated SPP shares to a value which is less than the parcel for which you applied and the difference will be refunded to you. In a material scale back you may receive very few SPP shares and possibly less than a marketable parcel of COI shares. COI will not be obligated to pay interest on the refunded amount as it is usually not cost effective to do so.

## 4. Proposed Timetable \*

	Date
<b>Record Date</b> The date and time on which COI determines who is eligible to participate in the SPP	7.00pm (AEDT) on 8 November 2017
<b>Opening Date</b> The date on which the SPP offer opens	13 November 2017
<b>Closing Date</b> The SPP offer closes at, and applications and payment must be received by, this time and date	5.00pm (AEDT) on 28 November 2017
<b>Scale Back Announcement (if required)</b> The date that COI will advise the market of any scale back of applications	1 December 2017
<b>Allotment Date</b> The date on which SPP Shares under the SPP are allotted	4 December 2017
<b>Trading Date</b> The date on which SPP Shares issued under the SPP are expected to begin trading on ASX	4 December 2017
<b>Dispatch Date</b> Transaction confirmations/holding statements will be sent to shareholders on or around this date	7 December 2017

*\* COI may change any of the above key dates at its absolute discretion (even if the offer has opened or applications have been received).*

## 5. Important points

- The SPP offer period opens on 13 November 2017 and closes at 5.00pm (AEDT) on 28 November 2017.
- Depending on the level of applications received, your application may be materially scaled back at the discretion of COI.
- The SPP offer is non-renounceable, which means that you cannot transfer your right to purchase SPP Shares under the SPP to anyone else.
- You may only apply for SPP Shares with a maximum total value of A\$10,000. If you make applications for each of your registered holdings of COI shares, the total value of all the applications must not exceed A\$10,000. COI reserves the right to decline (or scale back) applications where it believes this requirement has not been complied with or may elect to scale back applications to the maximum A\$10,000 limit and refund the excess subscription monies (without interest).
- The Application Form includes a certification that the aggregate application money paid by you in any capacity (except as a Custodian) for the new shares under your application and any other new shares issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by COI in the 12 months before the date your application is received by COI, is not more than A\$10,000.
- You should be aware that the market price of COI Shares may rise or fall between the date of the SPP offer and the date that SPP Shares are allotted to you under the SPP.

## 6. How to participate

If you would like to participate in the SPP, please read the attached Terms and Conditions carefully and follow the step-by-step instructions on the Application Form.

To apply and pay, you have two options:

### ***Option 1: BPAY®***

Provided you are not a Custodian (see clause 1(d) of the attached Terms and Conditions), you can make a payment by BPAY® if you have an Australian bank account enabled for this purpose. If paying by BPAY® you do not need to return your Application Form.

BPAY® customers must use the unique customer reference number shown on the Application Form which is required to identify your holding.

By making the application via BPAY® you represent to COI that you have complied with the matters set out in clause 3 “Effect of making an application” in the attached Terms and Conditions.

**Option 2: Application Form and cheque, bank draft or money order**

You can complete the enclosed Application Form and post or return it to our share registry, together with a cheque, bank draft or money order for the full amount to which your acceptance relates.

Cheques, bank drafts and money orders must be made payable to “Comet Ridge Limited” in Australian dollars and drawn on an Australian bank for the correct amount.

**By post:**

Comet Ridge Limited  
C/- Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Victoria 3001

**7. Timing**

Payment, together with the completed Application Form (unless you are eligible to pay by BPAY®) must be received by our share registry by 5.00pm (AEDT) on 28 November 2017 (“**Closing Date**”).

If you are sending the payment by post, then please leave several days for delivery. If you are paying by BPAY, then please check your daily transaction limit and the processing cut-off time for BPAY with your financial institution. For the sake of all applicants, COI will not hold up the allocation process because of late postal deliveries or payments.

You cannot withdraw or cancel your application or BPAY payment once you have sent it.

**8. Directors’ participation**

Eligible shareholding directors are entitled to participate in the SPP.

**9. No financial product advice**

Please note that this letter does not constitute financial product advice and does not take into account the investment objectives, financial situation, tax position or particular needs of individuals. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, accountant, taxation adviser, solicitor or other professional adviser before participating in the SPP.

**10. Market price risk**

You are advised to carefully read the Terms and Conditions of the SPP enclosed with this letter before making your investment decision. In particular, you should note that the market price of COI Shares may rise or fall between the date of this offer and the date the SPP Shares are allotted to you under the SPP (“**Allotment Date**”) and that the Issue Price you pay for the SPP Shares may exceed the market price of COI Shares on the Allotment Date.

While such change will not affect the Issue Price of the SPP Shares, it may have an effect on the value of those shares. If the market price of COI Shares falls, then the value of the SPP Shares (based on market price) will be less, and if the market price of the COI shares increases, then the value of the SPP Shares (based on market price) will be greater.

## 11. Questions

If you have any questions in relation to the SPP or how to complete the Application Form, please call the Company on +61 7 3221 3661.

On behalf of the Board, I thank you for your continued support as a COI shareholder.



James McKay  
Chairman  
**Comet Ridge Limited**

### **No offer to persons in the United States**

The securities referred to in this document have not and will not be registered under the United States Securities Act of 1933 ("**Securities Act**"), as amended, and may not be offered or sold in the United States or to or for the account or benefit of US persons (as defined in the Regulation S under the Securities Act), in the absence of registration or an available exemption from registration. This document has been prepared for publication in Australia, New Zealand and the United Kingdom (or such other jurisdictions as determined by COI) only and may not be released elsewhere.

**COMET RIDGE LIMITED**  
**SHARE PURCHASE PLAN**  
**TERMS AND CONDITIONS**

*IMPORTANT NOTICES:*

*If you apply to participate in the SPP by making a BPAY<sup>®</sup> payment or completing and returning the Application Form with a cheque, bank draft or money order, you are accepting the risk that the market price of COI Shares may change between the date on which you send in an Application Form or make a BPAY<sup>®</sup> payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.*

*If the total value of applications under the SPP is more than A\$3 million, COI has the discretion to reduce the allotment of SPP Shares compared to the parcels applied for ("Scale back"). If there is a Scale back you may receive less than the parcel of shares you applied for and may receive less than a marketable parcel of shares. If your application is scaled back you may receive a refund but you will not be entitled to any interest on that refund.*

**1. Eligible Shareholders**

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- (a) Subject to clauses 1(b) to 1(h) inclusive, all persons registered as holders of ordinary fully paid shares of Comet Ridge Limited (collectively the "**Shares**"), at 7.00pm (AEDT) on Wednesday, 8 November 2017 (the "**Record Date**"), whose address in the share register of Comet Ridge Limited (ABN 47 106 092 577) ("**COI**") is in Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI), may participate in the Share Purchase Plan (the "**SPP**") (the "**Eligible Shareholders**").
- (b) Shareholders who hold Shares on behalf of persons who reside outside Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI) or who are "US persons" (as defined in Regulation S under the US Securities Act of 1933, as amended) ("**US Persons**") or who act for the account or benefit of a US Person are not entitled to participate in the SPP.
- (c) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 3(d) by one joint holder will be effective in respect of the other joint holder(s).

- (d) Where a custodian (as referred to in condition 9 of ASIC Class Order 09/425) is a registered holder of Shares, and holds those Shares on behalf of one or more persons ("**Beneficiaries**"), the SPP offer is made to the custodian and the custodian has the discretion whether to extend the SPP offer to the Beneficiaries. If a custodian applies for Shares on behalf of a Beneficiary under the SPP ("**SPP Shares**"), COI will not issue SPP Shares unless the custodian certifies the following in writing to COI:
- (i) either or both of the following:
    - A. that the custodian holds the Shares on behalf of one or more persons that are not custodians ("**Participating Beneficiaries**"); or
    - B. that another custodian ("**Downstream Custodian**") holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,  
  
on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
      - C. where sub-paragraph 1(d)(i)(A) applies – the custodian; and
      - D. where sub-paragraph 1(d)(i)(B) applies – the Downstream Custodian,  
  
to apply for SPP Shares on their behalf;
  - (ii) the number of Participating Beneficiaries;
  - (iii) the name and address of each Participating Beneficiary, and that each Participating Beneficiary's address is located in Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI);
  - (iv) in respect of each Participating Beneficiary:
    - A. where sub-paragraph 1(d)(i)(A) applies - the number of Shares that the custodian holds on their behalf; and
    - B. where sub-paragraph 1(d)(i)(B) applies – the number of Shares to which the beneficial interests relate;
  - (v) in respect of each Participating Beneficiary:
    - A. where sub-paragraph 1(d)(i)(A) applies – the number or the dollar amount of Shares they instructed the custodian to apply for on their behalf; and
    - B. where sub-paragraph 1(d)(i)(B) applies –the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
  - (vi) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$10,000:
    - A. the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (v); and



- B. any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) that a copy of this SPP Offer Document was given to each Participating Beneficiary; and
- (viii) where sub-paragraph 1(d)(i)(B) applies – the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.
- (e) Custodians must request a "**Custodian Certificate**" when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, a shareholder should call Computershare Investor Services Pty Limited ("**Share Registry**") at any time from 8.45am to 5.15pm (AEDT) Monday to Friday from 13 November 2017 on 1800 095 862.
- (f) Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.
- (g) A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425 or any other law.
- (h) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

## 2. Applying for Shares

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- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of SPP Shares with a value of either:
  - (i) A\$1,000;
  - (ii) A\$2,500;
  - (iii) A\$5,000;
  - (iv) A\$7,500; or
  - (v) A\$10,000.
- (b) If you are an Eligible Shareholder and wish to participate in the SPP, you have two options.

### **Option 1: BPAY**

Provided you are not a custodian (see clause 1(d) above under the heading "Eligible Shareholders"), you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. BPAY customers must use the unique customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY, you do not need to return your Application Form.

By using the BPAY facility to apply for new shares, you represent that the total of the application price for the following does not exceed A\$10,000:

- (i) the SPP Shares you are applying for;
- (ii) any other Shares you are applying for under this SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before this application;
- (iii) any other Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
- (iv) any other Shares or interests in the class issued to a custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the custodian or another custodian, which resulted in you holding a beneficial interest in the Shares or interests.

Payment by BPAY may not be processed and may not be valid if it has not been received by 5.00pm (AEDT) on Tuesday, 28 November 2017 (“**Closing Date**”). If making payment by BPAY, please check your daily transaction limit and the processing cut-off time for BPAY with your financial institution.

If you make a payment by BPAY and COI receives an amount which is not equal to A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000, COI will round down the value of SPP Shares which you are applying for to the next lowest parcel, or if COI receives less than A\$1,000, reject your application, and refund any application monies which are not used to purchase SPP Shares, without interest, following allotment.

**Option 2: Application Form and cheque, bank draft or money order**

You must complete an Application Form and return it with a cheque, bank draft or money order in accordance with the instructions on the Application Form. Cheques, bank drafts or money orders must be payable to “Comet Ridge Limited”, in Australian dollars and drawn on an Australian bank for the correct amount. COI will not accept payment by cash.

- (c) If you apply for SPP Shares under the SPP, you will apply for a certain value, rather than a certain number, of SPP Shares. Subject to clauses 2(d), 2(e) and 6, COI will divide the parcel value you select by the Issue Price (as determined under clause 4(a)) in order to determine the number of SPP Shares which you have applied for (rounded down to the nearest whole number of SPP Shares).
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold SPP Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for Shares but may not apply for Shares with an aggregate value of more than A\$10,000.
- (e) COI may accept or reject your application for SPP Shares at its absolute discretion. COI may reject your application in the following circumstances (among others):
  - (i) your Application Form is incorrectly completed, incomplete or otherwise determined by COI to be invalid;
  - (ii) you have applied for less than A\$1,000 worth of Shares;

- (iii) your cheque is dishonoured;
- (iv) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the amount of SPP Shares you have selected to purchase;
- (v) COI believes that you are applying either directly or indirectly (such as through a trust) to buy more than an aggregate of A\$10,000 of SPP Shares;
- (vi) COI believes that you and one or more registered holders of the same or similar name or address are applying to buy more than an aggregate of A\$10,000 of SPP Shares;
- (vii) your Application Form or BPAY payment is received after the Closing Date or is otherwise incomplete or invalid. Late payments will be refunded (without interest);
- (viii) COI believes that your participation in the SPP would be in breach of ASIC Class Order 09/425 or any other law;
- (ix) COI believes that your application is completed by a person within, or a person acting for the account or benefit of a person within, another jurisdiction where, in the reasonable opinion of the Board, it would be unlawful or impractical for COI to issue the SPP Shares;
- (x) if you are a custodian, COI is not satisfied with your Custodian Certificate for any reason;
- (xi) COI believes you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements); or
- (xii) your name is not recorded on the register of members of COI on the Record Date. For example, applications by people claiming an interest through a registered holder of Shares will not be accepted if the registered holder of Shares is not noted on the register of members as holding the Shares on account of another person.

### **3. Effect of Making an Application**

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If you submit a BPAY payment or complete and return an Application Form:

- (a) you acknowledge that you are an Eligible Shareholder;
- (b) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- (c) you acknowledge your application is irrevocable and unconditional;
- (d) you certify that the total of the application price for the following does not exceed A\$10,000:
  - (i) the SPP Shares the subject of your application;
  - (ii) any other SPP Shares or any similar arrangement in the 12 months before the date of your application;

- (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
- (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application for SPP Shares as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares,  
even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (e) you confirm that you are lawfully permitted to accept the offer under the SPP and participate in the SPP in accordance with these Terms and Conditions;
- (f) if you are a custodian and are applying for SPP Shares with a total application price exceeding A\$10,000, you agree to certify to us in writing the matters required by ASIC Class Order 09/425 condition 9, in accordance with the Custodian Certificate, a copy of which can be obtained from the Share Registry;
- (g) you agree that your application is only effective when received by us and not when posted;
- (h) you agree that if there is a rounding down of the number of SPP Shares and no Scale back, any remaining balance of your payment after your allotment will form part of the assets of COI and will not be refunded;
- (i) you authorise COI to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail;
- (j) you acknowledge that COI may determine (in its absolute discretion) that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (k) you accept the risk associated with any refund that may be dispatched to you to your address or nominated bank account as shown on COI's register;
- (l) you are responsible for any dishonour fees or other costs COI may incur in presenting a cheque for payment which is dishonoured;
- (m) you acknowledge that no interest will be paid on any application monies held pending the allotment of the SPP Shares or subsequently returned to you for any reason;
- (n) you acknowledge that you have not been provided with investment advice or financial product advice by COI or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to purchase SPP Shares;
- (o) you acknowledge that the SPP Shares have not, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdiction outside Australia, New Zealand or the United Kingdom and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- (p) you agree not to send any materials relating to the SPP to any person in the United States or that is or is acting for the account or benefit of a US Person;

- (q) you acknowledge that the market price of COI Shares may rise or fall between the date of this offer and the date the SPP Shares are allotted to you under the SPP (the "**Allotment Date**") and that the Issue Price you pay for the SPP Shares may exceed the market price of COI Shares on the Allotment Date; and
- (r) you agree that COI is not liable for any exercise of its discretions referred to in these Terms and Conditions.

#### **4. Issue Price of Shares under the SPP**

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- (a) The issue price per SPP Share ("**Issue Price**") on offer under the SPP will be A\$0.235 per SPP Share, which was the same price institutional and professional investors were offered new Shares under the Placement and represents a discount of approximately 14.5% to the closing price of COI ordinary shares on 7 November 2017, being A\$0.275 the day before the Company went into a trading halt ahead of the Placement.
- (b) The current Share price can be obtained from the ASX website ([www.asx.com.au](http://www.asx.com.au)) by entering the share code "COI".
- (c) You agree to pay the Issue Price per Share for the number of SPP Shares calculated under clause 2(b) or, if there is a Scale back (see clause 6), the number of Shares calculated under clause 6.

#### **5. The SPP Shares**

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- (a) SPP Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.
- (b) COI will apply for new Shares issued under the SPP to be quoted on the ASX.
- (c) The number of SPP Shares you will receive will be determined by:
  - (i) if there is no Scale back (see clause 6) applied to your allotment, dividing the amount you agree to contribute for SPP Shares by the Issue Price; or
  - (ii) if there is a Scale back (see clause 6) applied to your allotment, dividing the amount you are taken to have contributed by the Issue Price.
- (d) If the calculation in clause 5(c) above produces a fractional number, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares and:
  - (i) if there is no Scale back (see clause 6) applied to your allotment, any residual balance will form part of the assets of COI. You will not receive a refund of this amount, which will always be less than the price of one SPP Share; or
  - (ii) if there is a Scale back (see clause 6) applied to your allotment, the residual balance from rounding down will be added to the refund you receive from the Scale back.

## 6. Scale back

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- (a) If the total value of applications for SPP Shares under the SPP is more than A\$3 million, COI may, in its discretion, undertake a Scale back to the extent and in the manner that it sees fit. A **"Scale back"** is a reduction in the allotments of SPP Shares (compared to parcels applied for) that COI will issue if it receives applications under the SPP for more SPP Shares than it wishes to issue.
- (b) If there is a Scale back you may receive less than the parcel of SPP Shares for which you have applied. If a Scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allocated will be rounded down to the nearest whole number of SPP Shares.
- (c) In the event of a Scale back the difference between the application monies received, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you by cheque as soon as practicable, without interest.

## 7. Costs of Participation

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COI will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, Shares under the SPP.

## 8. Broker Handling Fees

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A handling fee equal to 2.0% (exclusive of GST) of the application amount of SPP Shares will be paid to stockbrokers who submit a valid claim for a broker handling fee on successful applications.

The Handling Fee will be payable to any Broker who submits to Computershare Investor Services Pty Ltd (Computershare):

- (a) A valid and duly completed claim form (Claim Form) which sets out:
  - (i) the Broker's Participant Identification Number; and
  - (ii) a representation (A) that neither the Broker nor its associate is the applying Shareholder and (B) that the fee will not be passed on or otherwise shared directly or indirectly with the applying Shareholder and;
- (b) a list of applications (Application List) which contains:
  - (i) the registered name and address for each Shareholder to whom the Claim Form relates;
  - (ii) the Holder Identification Number or Shareholder Reference Number for each Shareholder to whom the Claim Form relates;
  - (iii) the Entitlement Number and;
  - (iv) the value of Shares each Shareholder applied for in the offer and the date of the relevant application.

Stockbrokers should contact the Company's Share Registry to request a handling fee claims package by emailing [brokerhandlingfees@computershare.com.au](mailto:brokerhandlingfees@computershare.com.au). It is expected that the claims package will be distributed by email shortly after the SPP offer opens. Handling fee claims must be lodged with the Share Registry by 5.00pm (AEDT) on Friday 1 December 2017, being the day prior to the Allotment Date.

If Comet Ridge receives applications for in excess of \$3 million under the SPP and consequently scales back applications, the handling fee will be calculated on the claims made but net of the application money refunded to applicants.

## 9. Timetable

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- (a) Subject to clause 8(b):
  - (i) **(Record Date)** the offer is made to all persons registered as holders of Shares, on Wednesday, 8 November 2017 at 7.00pm (AEDT) whose address in the share register of COI is in Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI);
  - (ii) **(Opening Date)** the offer opens on Monday, 13 November 2017;
  - (iii) **(Closing Date)** the offer closes at 5.00pm (AEDT) on Tuesday, 28 November 2017 (or such other date that COI may determine in its absolute discretion);
  - (iv) **(Scale back announcement)** any Scale back will be announced to the ASX on Friday, 1 December 2017;
  - (v) **(Allotment Date)** COI proposes to allot the Shares on Monday, 4 December 2017;
  - (vi) **(Trading Date)** COI expects trading on ASX of new Shares issued under the SPP to commence on Monday, 4 December 2017; and
  - (vii) **(Despatch Date)** the date on which transaction confirmations are sent to shareholders and if applicable, a refund cheque is dispatched as a result of any Scale back being applied to your allotment is expected to be Thursday, 7 December 2017.
- (b) COI may vary any of the above dates in clause 9(a) at its absolute discretion (even if the offer has been opened, or BPAY or Application Forms have been received) by lodging a revised timetable with ASX.

## 10. Dispute Resolution

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COI may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP and the decision of COI will be conclusive and binding on all participants and other persons to whom the determination relates. COI reserves the right to waive strict compliance with any provision of these terms and conditions or withdraw the offer at any time up to the Allotment Date. The powers of COI under these terms and conditions may be exercised by the Directors or any delegate of the Directors.

## 11. No Underwriting

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The SPP will not be underwritten.

## **12. Governing Law**

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These Terms and Conditions are governed by the laws in force in Queensland.

## **13. Other terms and conditions**

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Shareholders will be bound by the constitution of COI and these Terms and Conditions by accepting the offer to acquire SPP Shares under the SPP.

## **14. ASIC Class Order 09/425**

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This SPP is offered in compliance with ASIC Class Order 09/425. ASIC Class Order 09/425 provides relief from the requirement for COI to provide full prospectus disclosure in relation to the SPP.

## **15. Notice to New Zealand shareholders**

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- (a) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of COI with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).
- (b) This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (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.

## **16. Notice to United Kingdom shareholders**

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- (a) Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct 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 SPP Shares.
- (b) 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 SPP 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) 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.
- (c) In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, or (ii) 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.

- (d) Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the SPP 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) FSMA does not apply to the Company.

## 17. No offer outside approved jurisdictions

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- (a) If you apply to participate in the SPP, (subject to clause 16(c)) you acknowledge and agree that:
  - (i) the SPP Shares have not, and will not be, registered under the US Securities Act of 1933, as amended, or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia, New Zealand, the United Kingdom (or such other jurisdictions as determined by COI);
  - (ii) the SPP Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
  - (iii) you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a US Person (as defined in Regulation S under the US Securities Act) (“US Person”);
  - (iv) you must not submit an Application Form or make payment by BPAY for any person resident in the United States or elsewhere outside Australia, New Zealand or the United Kingdom (or such other jurisdictions as determined by COI) or who is, or is acting for the account or benefit of, a US Person; and
  - (v) if you do not comply with these restrictions, it may result in violations of applicable securities laws.
- (b) The SPP does not constitute an offer of SPP Shares for sale in any other jurisdiction in which such an offer would be illegal.

**Before you apply for shares under the SPP, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives). COI and its officers make no recommendation about whether or not you should apply for SPP Shares under the SPP, and nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.**



Comet Ridge Limited

ABN 47 106 092 577

**For all enquiries:**

**Phone:**



Comet Ridge Limited +61 7 3221 3661

**Web:**



www.investorcentre.com/contact



COI

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Make your payment:**



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

**Your payment must be received by 5:00pm (AEDT) Tuesday, 28 November 2017**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Comet Ridge Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Comet Ridge Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the SPP Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment does not exceed \$10,000.

Comet Ridge Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Comet Ridge Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Comet Ridge Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Comet Ridge Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Comet Ridge Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Comet Ridge Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEDT) Tuesday, 28 November 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518


**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

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IND

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **7:00pm (AEDT) Wednesday, 8 November 2017**


Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$10,000**

## STEP 2 Make Your Payment

	Bill Code: 999999
	Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Comet Ridge Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for SPP Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) Tuesday, 28 November 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Comet Ridge Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) Tuesday, 28 November 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Comet Ridge Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

### Purchase Details for Comet Ridge Limited (choose one option)

<input type="checkbox"/> \$1,000 worth of SPP Shares	OR	<input type="checkbox"/> \$2,500 worth of SPP Shares	OR	<input type="checkbox"/> \$5,000 worth of SPP Shares
<input type="checkbox"/> \$7,500 worth of SPP Shares	OR	<input type="checkbox"/> \$10,000 worth of SPP Shares		



Entitlement No: 12345678

Payment must be received by 5:00pm (AEDT) Tuesday, 28 November 2017

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

### Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

### Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14