

9 January 2018

The Directors  
Integrated Green Energy Solutions Ltd  
Suite 102, Level 1  
1 Spring Street  
Chatswood NSW 2067

Dear Sirs,

**Re: Investigating Accountant's Report on Historical and Pro forma Consolidated Historical Financial Information**

We have been engaged by Integrated Green Energy Solutions Ltd (formerly IGES Group Limited) ("IGES" or "the Company") to report on the historical and pro forma consolidated historical financial information for inclusion in the Supplementary Prospectus relating to the proposed issue by the Company of up to 75,000,000 ordinary shares at an issue price of \$0.20 per share, to raise up to \$15,000,000 before the costs of the issue, and a minimum raise of \$4,317,000 (the "Offer").

Expressions and capitalised terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License (No. 227902) under the *Corporations Act 2001*. Hall Chadwick Corporate (NSW) Limited holds the appropriate Australian Financial Services License under the *Corporations Act 2001*.

**Background**

The Company is listed on the Australian Securities Exchange ("ASX") and is in the process of completing the acquisition of the business of Integrated Green Energy Limited ("IGE") and the recapitalisation of the Company.

On 9 February 2016, IGES and IGE entered into a Business Sale Agreement ("BSA") for IGES to acquire certain business assets of IGE ("IGE Assets") in exchange for the issue of IGES Consideration Securities and Milestone Securities ("IGE Transaction"). Deed of Variations to the Business Sale Agreement were executed on 8 September 2016 and 23 January 2017, amending the BSA to include providing IGES ownership of the IGE technologies rather than the previous licencing arrangement.

The IGE Assets comprise the follow, as detailed further in the Prospectus:

- three technologies with full ownership and exploitation rights, being:
  - plastic fuel technology (PTF Technology)
  - biomass to energy technology (BTE Technology)
  - biomass to liquid fuels technology (BTF Technology)
- a completed commercial facility located at Berkeley Vale, NSW ("BKV Commercial Plant");

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(NSW) LIMITED

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- the transfer to IGES of an experienced management team capable of operating PTF commercial.

**Scope***Historical Financial Information*

You have requested Hall Chadwick Corporate (NSW) Limited to review the following historical financial information of IGES:

- a) the historical consolidated statements of financial performance of IGES for the financial years ended 30 June 2014 ("FY2014"), 30 June 2015 ("FY2015"), 30 June 2016 ("FY2016") and 30 June 2017 ("FY2017");
- b) the historical consolidated statements of cash flows of IGES for FY2014, FY2015, FY2016 and FY2017;
- c) the historical consolidated statement of financial position of IGES as at 30 June 2017.

*Pro forma Consolidated Historical Financial Information*

You have requested Hall Chadwick Corporate (NSW) Limited to review the pro forma consolidated statement of financial position of IGES as at 30 June 2017, assuming completion of the IGE Transaction, the Offer and other material subsequent events.

The financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles detailed in Australian Accounting Standards and the adopted accounting policies of IGES.

The historical financial information of IGES has been subject to an annual audit for FY2014 and FY2015 by BDO East Coast Partnership and for FY2016 and FY2017 by Hall Chadwick. The audit reports contained an emphasis of matter regarding the going concern of the Company due to its net losses and deficit in net assets.

The financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The stated basis of preparation is the recognition and measurement accounting principles applied to the financial information and the transactions to which the pro forma adjustments relate, as described in the Prospectus, as if those transactions had occurred as at the date, or prior to the date, of the financial information. Due to its nature, the pro forma consolidated historical financial information does not represent the company's actual or prospective financial position.

**Directors' responsibility**

The directors of IGES are responsible for the preparation of the historical and pro forma consolidated historical financial information, including the selection and determination of pro forma adjustments made to the historical financial

information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of pro forma consolidated historical financial information that is free from material misstatement whether due to fraud or error.

**Our responsibility**

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

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

**Conclusions***Historical financial information*

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in the Prospectus.

*Pro forma consolidated historical financial information*

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma consolidated historical financial information is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in the Prospectus.

**Restriction on Use**

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report or on the financial information to which it relates, for any purpose other than that for which it was prepared.

**Consent**

Hall Chadwick Corporate (NSW) Limited has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

**Disclosure of Interest**

Hall Chadwick Corporate (NSW) Limited does not have any interest in the outcome of the Prospectus other than the issue of this report for which normal professional fees will be received. Hall Chadwick Corporate (NSW) Limited does not hold nor have any interest in the ordinary shares of the Company. Hall Chadwick Corporate (NSW) Limited was not involved in the preparation of any part of the Prospectus and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in the Prospectus.

Yours faithfully

HALL CHADWICK CORPORATE (NSW) LIMITED



**Drew Townsend**

## **FINANCIAL SERVICES GUIDE**

Dated 9 January 2018

### **What is a Financial Services Guide (FSG)?**

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 ("HCC").

This FSG includes information about:

- HCC and how they can be contacted;
- the services HCC is authorised to provide;
- how HCC are paid;
- any relevant associations or relationships of HCC;
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Investigating Accountant's Report ("Report") which has been prepared for inclusion in a disclosure document. The purpose of the disclosure document is to help you make an informed decision in relation to a financial product. The contents of the disclosure document, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

### **Financial services that HCC is authorised to provide**

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

### **HCC's responsibility to you**

HCC has been engaged by the Directors of IGES Group Limited to prepare this Report for inclusion in a Prospectus in relation to the initial public offering of shares in IGES Group Limited on the ASX ("Offer").

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Prospectus. HCC nor the employees of HCC are acting for any person other than IGES Group Limited. HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

### **General advice**

As HCC has been engaged by IGES Group Limited, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Prospectus before making any decision in relation to the Offer.

### **Fees HCC may receive**

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, IGES Group Limited. Fees are agreed on either a fixed fee or a time cost basis. In this instance, IGES Group Limited has agreed to pay HCC \$15,000 (excluding GST and out of pocket expenses) for preparing this Report to be included in the Prospectus. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive a salary, partnership distribution or dividends from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership) or related entities. Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

#### **Referrals**

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

#### **Associations and relationships**

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr Drew Townsend, a director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this Report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities ("HC Entities") may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses. HC Entities have previously provided audit services to the Client for which professional fees have been received.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of IGES Group Limited or has other material financial interests in the Offer.

#### **Complaints resolution**

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:  
The Complaints Officer  
Hall Chadwick Corporate (NSW) Limited  
GPO Box 3555  
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer, Drew Townsend, on (02) 9263 2600 and he will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

#### **External complaints resolution process**

If HCC cannot resolve the complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website [www.fos.org.au](http://www.fos.org.au) or by contacting them directly at:  
Financial Ombudsman Service Limited  
GPO Box 3, Melbourne Victoria 3001  
Telephone: 1300 78 08 06  
Facsimile (03) 9613 6399  
Email: [info@fos.org.au](mailto:info@fos.org.au)

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

**Compensation arrangements**

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

**Contact details**

You may contact HCC at:

Hall Chadwick Corporate (NSW) Limited

GPO Box 3555

Sydney NSW 2001

Telephone: (02) 9263 2600

Facsimile: (02) 9263 2800