



**Wednesday, 27 May 2020: ASX ANNOUNCEMENT (ASX: LCK)**

## **Share Purchase Plan Offer Booklet Despatch**

Leigh Creek Energy Limited ("Company") confirms that the Share Purchase Plan ("SPP"), as announced on 25 May 2020, is now open and the attached SPP offer booklet ("SPP Offer Booklet") will be mailed to eligible shareholders today.

The Key dates for the SPP are set out below. Other than the Record Date, the Company may change these dates and times at its discretion and without notice.

Record Date for Share Purchase Plan	5.00PM (WST) on Friday, 22 May 2020
Announce Share Purchase Plan	Monday, 25 May 2020
Despatch Share Purchase Plan booklet to shareholders and release Offer Letter on the ASX	Wednesday, 27 May 2020
Opening date for Share Purchase Plan	Wednesday, 27 May 2020
<b>Closing date for Share Purchase Plan</b>	<b>5.00PM (WST) on Monday, 15 June 2020</b>
Issue of new Shares under the Share Purchase Plan	Monday, 22 June 2020
Quotation on ASX of new Shares under the Share Purchase Plan	Tuesday, 23 June 2020

If you are an eligible shareholder and wish to participate in the SPP, you can apply by using the BPAY® information provided on your personalised SPP Application Form, or by completing your personalised SPP Application Form and returning it with an accompanying cheque. The SPP Offer Booklet, which includes a personalised Application Form, will be made available to eligible shareholders by the following methods:

- Shareholders who have previously registered to receive Company correspondence electronically should receive an email later this afternoon with links to retrieve the documents electronically.
- Shareholders can log in to Computershare Investor Centre and retrieve their personalised documentation.
- The documents will be sent by post later today to all eligible shareholders who have not previously registered to receive Company correspondence electronically.

The Board of Leigh Creek Energy authorised this announcement to be given to ASX.

For Further Information, Contact:

**Damien Connor | Company Secretary**

T +61 8 8132 9100 | E: [damien.connor@lcke.com.au](mailto:damien.connor@lcke.com.au)

[www.lcke.com.au](http://www.lcke.com.au)

Leigh Creek Energy Limited

ACN 107 531 822

# Share Purchase Plan Offer

The Offer closes at 5pm (WST) on Monday, 15 June 2020

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This is an important document and should be read in its entirety.

This document has been prepared by Leigh Creek Energy Limited. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Leigh Creek Energy Limited Shares without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR FOR THE BENEFIT OF  
US PERSONS

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# Letter to Shareholders

27 May 2020

Dear Shareholder,

## Leigh Creek Energy Limited Share Purchase Plan Offer

On behalf of the Directors of Leigh Creek Energy Limited (**LCK** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's Share Purchase Plan (**SPP**). Under the SPP you can acquire up to A\$30,000 worth of new fully paid ordinary shares in Company (**New Shares**) without paying any brokerage or other charges.

Under the SPP, eligible shareholders may elect to apply to purchase a parcel of shares with a dollar amount totalling \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

The SPP issue price will be a 20% discount to the volume-weighted average market price (**VWAP**) of the Company's shares traded on the Australian Securities Exchange (**ASX**) over the last 5 days on which such sales were recorded immediately prior to the date the New Shares are issued under the SPP, rounded to the nearest tenth of a cent.

The Company is seeking to raise a minimum of \$1,000,000 under the SPP. The SPP is underwritten by Canaccord Genuity (Australia) Limited (**Underwriter**) to the value of \$1,000,000 (**Underwritten Amount**), subject to the terms and conditions of the underwriting agreement. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions (up to the maximum permitted by the ASX Listing Rules).

Funds raised under the SPP will be used to progress the development of the Company's flagship Leigh Creek Energy Project (LCEP) through the next phases of the commercial pathway, including geotechnical evaluation and exploration and monitoring drilling of PEL 650. Funds will also be used to undertake business development activities, along with general corporate activities and for general working capital.

Participation in the SPP is optional and is open to shareholders who were registered as holders of Shares at 5pm (WST) on Friday, 22 May 2020 (**Record Date**) and whose registered address is in Australia or New Zealand.

**The offer to participate in the SPP will open on Wednesday, 27 May 2020 and will remain open until 5pm (WST) on Monday, 15 June 2020.** The Company reserves the right to extend the closing date for applications without notice.

Full details of the SPP and how to participate are contained in the Terms and Conditions accompanying this document which I encourage you to read and consider carefully.

Thank you for your continued support of the Company.

Yours sincerely,



Justyn Peters  
Chairman  
Leigh Creek Energy Limited

# Terms and Conditions of the Share Purchase Plan

This document sets out the Terms and Conditions of the Leigh Creek Energy Limited Share Purchase Plan and is binding on any Eligible Shareholder completing and lodging an Application Form or making payment by BPay.

## 1. Frequently asked questions

Set out below are answers to some key questions that you may have about the Plan. This table is qualified and should be read in conjunction with the remaining Terms and Conditions described in this document.

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**What is the Offer?**

This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs. New Shares issued under the Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

The Company is seeking to raise a minimum of \$1.0 million under the Offer, and the Offer is underwritten to that amount. If total applications in the SPP exceed the \$1.0 million to be raised under the Offer, the directors of the Company may, in their absolute discretion, accept or scaleback all applications on an equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions (up to the maximum permitted by the ASX Listing Rules).

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**Who is eligible to participate in the Offer?**

Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5pm (WST) on Friday, 22 May 2020 are eligible to participate in the Offer, provided that such shareholder is not in the United States and is not, and is not acting for the account or benefit of, a US Person.

You must ensure that your application would not result in a breach of the Foreign Acquisitions and Takeovers Act. If you are a 'foreign person' within the meaning of the Foreign Acquisitions and Takeovers Act it is recommended that you seek legal advice before applying (bearing in mind the temporary changes to the foreign investment regime in Australia).

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**Do I have to participate in the Offer?**

No. Participation is voluntary. If you do not wish to participate in the Offer, you do not need to do anything, and the Offer will lapse at 5pm (WST) on Monday, 15 June 2020 (**Closing Date**) unless extended in accordance with the Terms and Conditions.

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**Can a third party participate in the Offer in my place?**

No. The Offer is non-renounceable and cannot be transferred.

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**How much can I invest under the Offer?**

The maximum investment under the Offer is \$30,000. You may apply to purchase a parcel of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares.

The number of New Shares is rounded up to the nearest whole number after dividing the dollar amount by the Offer Price.

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**What is the issue price of New Shares under the Offer**

The Shares under the SPP will be issued at a 20% discount to the volume-weighted average market price (**VWAP**) for the Shares of the Company calculated over the last 5 days on which sales in Shares were recorded immediately prior to the Issue Date (as defined in the Key Dates timetable in section 3 below), rounded to the nearest tenth of a cent.

The Shares of the Company are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the price paid for a Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of Shares to be issued to each applicant pursuant to the SPP.

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**How do I apply for New Shares under the Offer?**

If you wish to participate in the Offer, you need to do either of the following:

**Option 1**

To pay via BPAY® you will need to:

Pay via BPAY®

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form, which is required to identify your holding; and
- ensure that your payment is received by Computershare before 5.00pm (WST) on the Closing Date of Monday, 15 June 2020 (Closing Date).

Payments made by BPay® received after 5.00pm (WST) on the Closing Date of Monday, 15 June 2020 will not be accepted unless the Closing Date for the SPP is extended.

If paying via Bpay®, you do not need to complete and submit the Application Form but you will be taken to have made the statements and certifications on the Application Form.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via Bpay®.

**Option 2**

Pay by cheque

Please complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to **“Leigh Creek Energy Limited”** to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Shareholders in Australia, and a self-addressed envelope is enclosed for the convenience of shareholders outside Australia.

Your completed Application Form and cheque must be received by Computershare prior to the close of the Offer at 5.00pm (WST) on the Closing Date of Monday, 15 June 2020. Shareholders in New Zealand will need to affix the appropriate postage to the self-addressed envelope. Please allow adequate time for mail deliveries.

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**Are there any other terms and conditions attached to the Offer?**

Please read the full Terms and Conditions carefully, as you will be bound by them in participating in the Offer. Shareholders accepting the Offer will also be bound by the constitution of the Company.

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**What is the maximum investment for each shareholder?**

The maximum investment for each shareholder is \$30,000. You may not apply for more than \$30,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.

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**How many shares will I receive?** You may apply for a parcel of New Shares with one of the application amounts set out in **clause 8** of the Terms and Conditions.

In the absence of the Company exercising its right to scale back your entitlement (see **clause 12** of the Terms and Conditions), the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded up to the nearest whole number of Shares.

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**When will I receive my shares?** New Shares are expected to be issued on Monday, 22 June 2020 (**Issue Date**).

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**When can I trade allocated shares?** You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer.

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**Is the Offer underwritten?** Yes, the Offer is underwritten by Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) (**Underwriter**) to the value of \$1,000,000 (**Underwritten Amount**), subject to the terms of the underwriting agreement.

In the event that Eligible Shareholders do not subscribe for Shares under the Offer to the value of the Underwritten Amount, then the resultant shortfall up to the Underwritten Amount will, subject to the terms of the underwriting agreement, be placed to nominees of the Underwriter in accordance with the terms of the underwriting agreement.

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**Foreign persons** If you are an Eligible Shareholder and also a 'foreign person' within the meaning of the Foreign Acquisitions and Takeover Act (or you act on behalf of a 'foreign person') you must ensure any application made by you complies with the Foreign Acquisitions and Takeover Act. If you are a 'foreign person' it is advisable that you seek legal advice in relation to this, particularly given the temporary changes to the foreign investment framework that currently apply in Australia.

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## 2. Offer

- 2.1. The Offer entitles eligible shareholders of the Company to apply to purchase up to \$30,000 worth of New Shares through this share purchase plan.

## 3. Key dates

Event	Date
<b>Record Date</b>	5pm (WST) Friday 22 May 2020
<b>Announcement Date</b>	Monday, 25 May 2020
<b>Offer Documents mailed to Eligible Shareholders</b>	Wednesday, 27 May 2020
<b>Opening Date</b>	Wednesday, 27 May 2020
<b>Closing Date</b>	<b>5pm (WST), Monday 15 June 2020</b>
<b>Issue price announced to ASX</b>	After close of market on Friday, 19 June 2020
<b>Issue Date</b>	Monday, 22 June 2020
<b>Quotation of New Shares and commencement of trading on ASX</b>	Tuesday, 23 June 2020

The timetable is indicative only and the Company may, at its discretion, vary any of the above dates (other than the Record Date) by making an announcement to ASX.

#### 4. Eligibility to participate

- 4.1. You are eligible to participate in the Offer if you were a registered holder of Shares at 5pm (WST) on Friday, 22 May 2020 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:
  - (a) you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or
  - (b) you are, or are acting for the account or benefit of, a US Person.
- 4.2. The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the Offer.
- 4.3. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a maximum of \$30,000 of New Shares in aggregate under the Offer.
- 4.4. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 9.1(k)** by one joint holder will be effective in respect of the other joint holder(s).
- 4.5. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 9.2**.
- 4.6. Directors and employees of the Company who hold Shares may be Eligible Shareholders. The Directors of the Company intend to participate in the Plan.
- 4.7. If you are an Eligible Shareholder and also a 'foreign person' within the meaning of the Foreign Acquisitions and Takeover Act (or you act on behalf of a 'foreign person') you must ensure any application made by you complies with the Foreign Acquisitions and Takeover Act. If you are a 'foreign person' it is advisable that you seek legal advice in relation to this, particularly given the temporary changes to the foreign investment framework that currently apply in Australia.

#### 5. Rights to apply for New Shares are non-renounceable

- 5.1. If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

#### 6. Offer Price

- 6.1. The Shares to be issued under the Offer will be issued at a 20% discount to the volume-weighted average market price (**VWAP**) for Shares of the Company calculated over the last 5 days on which sales in the Shares were recorded before the Issue Date, rounded to the nearest tenth of a cent.
- 6.2. The Shares of the Company are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the price paid for a Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of Shares to be issued to each applicant pursuant to the SPP.

#### 7. Timing

- 7.1. The Offer opens on Wednesday, 27 May 2020 and closes at 5pm (WST) on Monday 15 June 2020, unless extended. The Company proposes to issue New Shares on Monday, 22 June 2020 and send confirmations to shareholders by Thursday, 2 July 2020.
- 7.2. The Company reserves the right to change the timetable other than the Record Date (including by extending the Offer or the proposed Issue Date) at any time by making an announcement to ASX.



## 8. Applying for New Shares

You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment by an Eligible Shareholder under the Offer is \$30,000.

Amounts Payable
\$30,000
\$25,000
\$20,000
\$15,000
\$10,000
\$5,000
\$2,000

- 8.1. If you apply for New Shares under the Offer, you are applying for a certain value of New Shares at the Offer Price (defined above), rather than a certain number of New Shares. Fractional New Shares will not be issued and any fraction of a New Share will be rounded up to the nearest whole number of Shares.
- 8.2. You may not apply for more than \$30,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 8.3. If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via Bpay® on the internet or by telephone, using the details on the Application Form (New Zealand based shareholders cannot apply using Bpay® unless they have an Australian bank account). Please ensure that your payment is received by Computershare before 5pm (WST), Monday 15 June 2020 (Closing Date). Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPay® are received in time. You may also have your own limit on the amount that can be paid via BPay®. It is your responsibility to check that the amount you wish to pay via BPay® does not exceed your limit. The Application Form does not need to be returned in this case. Please note that New Zealand Shareholders having an Australian bank account can also use BPAY®; or
  - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to “**Leigh Creek Energy Limited**” to Computershare, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders. Application Forms (with application payments) must be received by Computershare by 5pm (WST) on Monday, 15 June 2020 (Closing Date).
- 8.4. Do not forward cash. Receipts for payment will not be issued.
- 8.5. Funds paid via BPAY® or Application Forms (with application payments) must be received by Computershare by the applicable time (specified above) on 5pm (WST) on Monday, 15 June 2020 (Closing Date). The Company may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.



8.6. If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.

8.7. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

## 9. Effect of making an application

9.1. If you submit a BPAY® payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you authorise the Company to correct or amend your Application Form as contemplated by **clause 8.6**;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Issue Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
- (d) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
- (e) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia (and its external territories), and accordingly, the New Shares purchased under the Offer 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;
- (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (i) you represent and warrant that your application will not result in a breach of the Foreign Acquisitions and Takeover Act;
- (j) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or Computershare; and
- (k) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Company arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

9.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have been provided with a copy of this document and instructed you to apply for New Shares;

- (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
- (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Company arrangement in the 12 months prior to your application, exceed \$30,000; and
- (d) that you:
  - (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act, disregarding subsection (3) of that section)) or covers the operation of an IDPS (as defined in ASIC Class Order CO 13/763); or
  - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Class Order and are exempt from the requirement to hold such a licence; or
  - (iii) otherwise meet the definition of Custodian in the Legislative Instrument .

9.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to request a Custodian Certificate or to obtain more information on how to apply. The Company's share registry, Computershare Investor Services Pty Limited, can be contacted on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) during the Offer period.

9.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Legislative Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 9.2** above. In this case, the rules for multiple registered holdings as described in **clause 4.3** apply.

## 10. Rights attached to the New Shares

10.1. New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. The Company will apply for the New Shares to be quoted on ASX.

## 11. Costs of participation

11.1. No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of, New Shares under the Offer.

## 12. Right to scale back entitlements

12.1. Under the Offer, the Company seeks to raise a minimum of \$1,000,000. Notwithstanding this, the Company reserves absolute discretion regarding the amount raised under the SPP.

12.2. In the event of an oversubscription by the Closing Date the directors of the Company may, in their absolute discretion, accept or scale-back all applications

12.3. If applications under the SPP are received in excess of \$1,000,000, the Company retains the discretion to issue more Shares to satisfy all or part of such applications up to the maximum permitted under the ASX Listing Rules. If the Company rejects or scales back an application or purported application, the Company will return to the shareholder any amounts paid in respect of the application for New Shares that were not issued as soon as practicable , without interest after the Issue Date. If the scale back produces a fractional number of New Shares for the parcel being applied for, the number of New Shares to be issued will be rounded up to the nearest whole number of New Shares.

## 13. Refunds

- 13.1. Refunds under the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 13.2. If a refund is made, payment will be by cheque mailed to your address as shown on the Share register.
- 13.3. You will not receive any interest on funds refunded to you.
- 13.4. Any refund made to you is despatched at your risk.

## 14. United States

- 14.1. Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 14.2. This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. The Company's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 14.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY® or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

## 15. Dispute resolution

- 15.1. The Company reserves the right to 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 Offer or the the interpretation of the Terms and Conditions. The Company's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

## 16. Waiver, amendment, suspension and termination

- 16.1. The Company may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where the Company does not notify you of the event.
- 16.2. The Company is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

## 17. ASIC relief

- 17.1. The Offer is made in accordance with the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. The Legislative Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the Offer, subject to certain terms and conditions.

17.2. In accordance with the terms of the Legislative Instrument, the Company will give a notice to ASX that complies with this Legislative Instrument .

## 18. Governing law

18.1. These Terms and Conditions are governed by the laws in force in South Australia.

## 19. Binding terms

19.1. By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of the Company.

## 20. Underwriting and Top-Up Placement

20.1. The Offer is underwritten by Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) (Underwriter) to the value of \$1,000,000 (Underwritten Amount). In the event that Eligible Shareholders do not subscribe for Shares under the Plan to the Underwritten Amount, then the resultant shortfall up to the Underwritten Amount will, subject to the terms of the underwriting agreement, be placed to nominees of the Underwriter in accordance with the underwriting agreement. None of the nominees of the Underwriter will be a related party of the Company and no person's voting power will increase from below 20% to more than 20% or from a starting point above 20% in breach of section 606 of the Corporations Act as a result of the underwriting.

20.2. The underwriting agreement between the Underwriter and the Company contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by either party.

20.3. In addition, upon completion of the SPP and subject to the Company's remaining available placement capacity pursuant to ASX Listing Rule 7.1 or 7.1A, the Company may at the Underwriter's election undertake a separate placement of Shares at the same price as the SPP to raise up to a further circa \$1.0 million (before costs) (**Top-Up Placement**). The Top-Up Placement will be conducted by Canaccord as lead manager to the Top-Up Placement. The Top-Up Placement is not underwritten. The Underwriter will be paid an underwriting fee of 6% of the total gross amount raised under the SPP and the Top-Up Placement (if any).

## 21. Important Information

The offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date.

This means it is possible that, up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Issue Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares 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 to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

The Company recommends that you monitor its announcements and the Share price, which can be found on its website at [www.lcke.com.au](http://www.lcke.com.au) and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: LCK).

## 22. Definitions

In this document the following terms have these meanings:

<b>\$</b>	Australian dollars.
<b>Issue Date</b>	The date the New Shares are issued, expected to be Monday, 22 June 2020.
<b>Application Form</b>	The application form which accompanies this document.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as the context requires.
<b>Closing Date</b>	the closing date for the SPP, being 5pm (WST) Monday 15 June 2020 (unless extended in accordance with the Terms and Conditions)
<b>Company</b>	Leigh Creek Energy Limited ACN 107 531 822.
<b>Corporations Act</b>	<i>The Corporations Act 2001</i> (Cth).
<b>Custodian</b>	The meaning given in the Legislative Instrument.
<b>Directors</b>	The directors of the Company.
<b>Eligible Shareholder</b>	A person who is eligible to participate in the Offer in accordance with <b>clause 4</b> of the Terms and Conditions.
<b>Foreign Acquisitions and Takeovers Act</b>	<i>Foreign Acquisitions and Takeover Act 1975</i> (Cth)
<b>Legislative Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
<b>New Shares</b>	The Shares offered in this document.
<b>Offer</b>	The offer of New Shares in this document.
<b>Offer Price</b>	The amount equal to a 20% discount to the VWAP for Shares calculated over the last 5 days on which sales in Shares were recorded on the ASX immediately prior to the Issue Date, rounded to the nearest tenth of a cent.
<b>Record Date</b>	The record date for the Offer being 5pm (WST), Friday 22 May 2020.
<b>Share Purchase Plan Offer, SPP or Plan</b>	This document.
<b>Share Registry</b>	Computershare Investor Services Pty Limited ACN 005 485 825.

<b>Shares</b>	Fully paid ordinary shares in Leigh Creek Energy Limited.
<b>Terms and Conditions</b>	The terms and conditions of the Offer set out in this document.
<b>Underwriter</b>	Canaccord Genuity (Australia) Limited ABN 19 075 071 466
<b>Underwritten Amount</b>	\$1,000,000.
<b>US Person</b>	A “U.S. person” as defined in Regulation S under the US Securities Act of 1933.
<b>US Securities Act</b>	The US Securities Act of 1933, as amended.
<b>VWAP</b>	Has the meaning given to that term in the Official Listing Rules of the ASX.

## 23. Further information

Please refer to the announcement made by Company on Monday, 25 May 2020 for further background and information in relation to the Offer.

If you have any questions in relation to the Offer or how to complete the Application Form, please call, Computershare, on 1300 556 161 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional adviser.

## For all enquiries:

### Phone:



(within Australia) 1300 556 161  
(outside Australia) 61 3 9415 4000

### Web:



[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

LCK

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 (AWST) Monday 15 June 2020**

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 Leigh Creek Energy Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Leigh Creek Energy 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 New 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 \$30,000.

Leigh Creek Energy 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 Leigh Creek Energy Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Leigh Creek Energy 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 Leigh Creek Energy 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 "**Leigh Creek Energy 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.

Leigh Creek Energy Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AWST) Monday 15 June 2020

© 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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**STEP 1****Registration Name & Offer Details**

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

 For your security keep your SRN/  
HIN confidential.

Entitlement No: 12345678

**Offer Details:** Record date: **22 May 2020**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$30,000**

**STEP 2****Make Your Payment by 5:00pm (AWST) Monday 15 June 2020**

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

**BPAY**

Billers Code: 316505  
Ref No: 1234 5678 9123 4567 89

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

**Cheque, bank draft or money order**

Make your cheque, bank draft or money order payable to "**Leigh Creek Energy Limited**" and cross "**Not Negotiable**".

Return your payment with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

**BPAY**

Neither Computershare Investor Services Pty Limited (CIS) nor Leigh Creek Energy 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. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

**MAIL**

Neither CIS nor Leigh Creek Energy 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 CIS, as registrar for the securities issuer (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 [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

Detach here

- - -

**Purchase Details for Leigh Creek Energy Limited (choose one option)**

- ☐ \$2,000 worth of securities OR ☐ \$5,000 worth of securities OR ☐ \$10,000 worth of securities
- ☐ \$15,000 worth of securities OR ☐ \$20,000 worth of securities OR ☐ \$25,000 worth of securities
- ☐ \$30,000 worth of securities



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000



**BPAY** is the most efficient and secure form of payment. Your **BPAY** payment details are shown above.

**Contact & Cheque Details**

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

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

123456789123456789+0000000001-3051+14