JANUS ELECTRIC

Proposed Acquisition of Janus Electric and Capital Raising Offer

renu:energy

Investor Presentation

26 FEBRUARY 2025

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

Disclaimer

This presentation (**Presentation**) has been prepared by ReNu Energy Limited (**ReNu Energy**). ReNu Energy Limited is offering securities as described in the Prospectus lodged with the ASIC on 25 February 2025. A copy of the Prospectus is available for download from the ReNu Energy Limited website at https://renuenergy.com.au/prospectus/ or can be obtained by contacting the company at 07 2102 3654 (within Australia) +61 7 2102 3654 (from outside Australia) between 8.30am and 5.00pm Melbourne time, Monday to Friday (except public holidays).

The offer of securities is made in, or accompanied by, a copy of the Prospectus. ***Anyone wishing to acquire these securities should carefully consider the information contained in the Prospectus before making an investment decision. To apply for the securities, you must complete the application form included in or accompanying the Prospectus.***

Summary information – This Presentation contains summary information about ReNu Energy and its activities which is current only as at the date of this Presentation, being 26 February 2025. ReNu Energy may in its absolute discretion, but without being under any obligation to do so, update or supplement this Presentation. The information in this Presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in ReNu Energy, or that would be required in a prospectus or other disclosure document prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**). **Refer to the Pathfinder Prospectus for full details.**

Change in nature and scale of activities – As announced to ASX on 19 February 2025, ReNu Energy has entered into the Share Purchase Agreement to acquire 100% of the issued ordinary share capital of Janus Electric Limited ACN 642 440 202 (**Janus**), the **'Proposed Acquisition'**.

The Proposed Acquisition will result in a significant change to the nature and scale of ReNu Energy's activities, requiring Shareholder approval under Chapter 11 of the ASX Listing Rules. ReNu Energy must also comply with ASX requirements for re-quotation of its Shares on the Official List of the ASX, which includes re-complying with Chapters 1 and 2 of the ASX Listing Rules. At a General Meeting of ReNu Energy, Shareholder approval will be sought for, amongst other things, the change in the nature and scale of ReNu Energy's activities.

Industry and market data – In this Presentation, ReNu Energy refers to certain market, industry, and statistical data used in connection with this Presentation that may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither ReNu Energy nor its representatives have independently verified any such data and no representation or warranty, express or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Some data is also based on good faith estimates of ReNu Energy, which are derived from its reviews of internal sources as well as the independent sources described above.

Not a prospectus or disclosure document – This Presentation is not a prospectus or other disclosure document under the Corporations Act and will not be lodged with the Australian Securities and Investments Commission (**ASIC**). This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. **Any offer of securities will be made under a prospectus to be lodged with ASIC in February 2025.**

International Offer Restrictions - The distribution of this Presentation in Jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. Please refer to the below entitled *'Foreign Offer Restrictions'*. By accepting this presentation, you represent and warrant that you are entitled to receive such a presentation in accordance with

Not investment advice – The information contained in this Presentation is not investment or financial product advice or a recommendation to acquire any securities in ReNu Energy. This Presentation has been prepared without taking into account your investment objectives, financial situation or any other particular needs This Presentation does not and will not form any part of any contract for the acquisition of shares. Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation. Before making an investment decision, you should consider whether it is a suitable investment for you in light of your own investment objectives, financial situation and particular needs and having regard to the merits or risks involved. Independent financial advice is recommended.

Future performance – This Presentation contains forward looking statements. Forward-looking statements generally relate to current expectations, hopes, beliefs, intentions, strategies or productions about future events or ReNu Energy' future financial or operating performance. For example, statements regarding anticipated growth in the industry in which ReNu Energy operates and anticipated growth in demand for ReNu Energy' products and services, projections of ReNu Energy' future financial results and other metrics are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "pro forma", "may", "should", "could", "might", "plan", "possible", "project", "strive", "budget", "forecast", "expect", "intend", "will", "estimate", "anticipate", "believe", "predict", "potential" or "continue", or the negatives of these terms, variations of them or similar terminology, but the absence of these words does not mean that a statement is not forward-looking. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and may involve known and unknown risks, uncertainties and other factors, many of which are outside the control of ReNu Energy. You are cautioned not to place undue reliance on any forward-looking statement. Forward-looking statements in this Presentation are based on assumptions and contingencies which are subject to change without notice. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which these statements are based. The forward-looking statements in this Presentation are based on information available to ReNu Energy as at the date of this Presentation and nothing in this Presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. Past performance is not indicative of future performance. Except as required by law or regulation, ReNu Energy undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Financial data – All dollar values in Australian dollars (A$ or $) unless otherwise stated.

Trademarks – This Presentation may contain trademarks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, some of the trademarks, trade names and copyrights referred to in this Presentation may be listed without the © or ® symbols, but ReNu Energy asserts, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, trade names and copyright.

Disclaimer

Disclaimer - Except for any statutory liability which cannot be excluded, the Directors of ReNu Energy, ReNu Energy, its related bodies corporate and their respective officers, employees and advisers expressly disclaim all liability (including negligence) for any direct or indirect loss or damage which may be suffered by any person in relation to, and take no responsibility for, any information in this Presentation or any error or omission therefrom, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of this Presentation.

Foreign Offer Restrictions
This document does not constitute an offer of new ordinary shares (**New Shares**) of ReNu Energy in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below:

Hong Kong - WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand - This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of ReNu Energy with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act

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

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom - Neither 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 New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

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

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

JANUS ELECTRIC

Strategic Acquisition and Capital Raising Highlights

Landmark Deal Supported by $8.0m-$10.0m Capital Raising to Drive Expansion

Australian invented and Australian manufactured sustainable solution already embraced by the heavy transport industry.

Proposed Acquisition of Janus Electric

- Strategic acquisition of Janus Electric Limited ("**Janus**") by ReNu Energy Limited (the "**Company**" or "**ReNu**") to reposition the Company as a leader in the electrification of heavy transport ("**Proposed Acquisition**").
- Intended Reverse Takeover (**RTO**) will be implemented by ReNu acquiring 100% of Janus' issued share capital in exchange for ReNu shares.
- The Proposed Acquisition has the potential to unlock significant growth opportunities, including scaling operations, expanding infrastructure, and accelerate market adoption.
- Post acquisition, ReNu Energy will be renamed Janus Electric Holdings Limited (ASX: **JNS**).

Capital Raising Overview

- ReNu is undertaking a $8.0 million to $10.0 million capital raising through the issuance of new fully paid ordinary shares at $0.20 per share ("**Capital Raising Offer**").
- The funds will be used for the commercialisation, scaling, and further development of Janus' swappable battery technology.

Investment Highlights

Pivotal transaction to reposition the Company as a leader in heavy transport electrification.

ECONOMICALLY ATTRACTIVE	• Provides fleet operators with a **low capex solution** to repurpose existing prime movers, offering **fast payback**[6] **of as low as 8 months** on their investment in electrification, and extending the life cycle of their assets. • Janus Charge and Change technology enables a **4-minute battery swap**, minimising downtime compared to new EV trucks. • Delivers **cost savings of up to $0.20/km**.
LARGE ADDRESSABLE MARKET	• Over **124,296 registered prime movers in Australia**, supporting key industries such as mining, agriculture, and logistics. • Janus technology is **agnostic to truck type and battery chemistry**, enabling flexibility and scalability. • In 2020-21, **total transport activity contributed $164.4 billion to GDP,** accounting for 7.9% of the nation's economic output.[1] • **$79 billion road freight transport sector**, **projected to grow by 77%** between 2020 and 2050.[2]
RECURRING REVENUE MODEL	• **Subscription-based model** already established, generating recurring revenues. • **Increased truck conversions drive higher adoption** of Janus "Charge and Change" infrastructure, batteries, and software systems. • As annuity revenues grow and become sticky, **greater energy usage and scale will further enhance unit economics**.
LOW DIRECT COMPETITION	• **No direct competitors** offering swappable battery solutions for heavy duty Class-8 trucks in Australia. • **Complementary to standard EV trucks**, rather than a competitor. • Janus' **unique end-to-end solution** provides customers with a complete transition pathway to electrification.
ACCELERATOR OF DECARBONISATION	• **Blue-chip Australian customers prioritising carbon emission reductions** to meet scope 2 and 3 reporting requirements.[3] • Additional benefits include **reduced noise pollution** and **no harmful NO_X or SO_X pollutants**[4] associated with diesel.
AUSTRALIAN INNOVATION & PATENTED TECHNOLOGY	• Proprietary ecosystem integrating **Australian manufactured hardware with patented software and analytics**, delivering an efficient electrification solution for the heavy transport industry and supporting the transition to net zero emissions.[5]

[1] Department of Transport: https://www.bitre.gov.au/sites/default/files/documents/bitre_rr154_summary_report.pdf
[2] Australian Government: https://www.abs.gov.au/statistics/economy/national-accounts/australian-transport-economic-account-experimental-transport-satellite-account/latest-release
[3] Companies are required to report Scope 2 emissions from purchased energy and Scope 3 emissions from their supply chain and product use for sustainability and regulatory compliance.
[4] NO_x (nitrogen oxides) and SO_x (sulfur oxides) are harmful pollutants produced by diesel combustion. NO_x contributes to smog and respiratory issues, while SO_x can lead to acid rain and environmental damage.
[5] Net-zero emissions refers to a state in which the total greenhouse gases produced are balanced by those removed from the atmosphere.
[6] The payback period is the amount of time it takes for a customer to generate enough savings to recover its initial additional capital cost compared to rebuilding a diesel engine:
$0.205/km saving x 288,000km = $59,040 annual saving. Incremental $40,000 conversion cost / $59,040 saving = 0.677 x 12 months = 8.13 month

JANUS ELECTRIC

Janus Electric Business Overview

Introducing Janus Electric

https://vimeo.com/1055037476/40de41c851?ts=0&share=copy

Janus Business Overview

Pioneering technology to electrify the heavy road transport industry through a unique swappable battery solution.

- Founded in 2020 in Australia, Janus Electric offers an **innovative, sustainable solution for truck electrification** through its swappable battery and conversion kit technology.
- The **Janus Charge and Change built infrastructure enables a 4-minute battery exchange**, compared to hours of downtime required for fixed-battery EV trucks to recharge.
- With a **proven, scalable technology already in operation** and **strong market demand with repeat orders**, Janus offers a high-growth opportunity and a compelling **recurring revenue model**.

Compelling Customer Value Proposition

Fuel savings
$0.20/km[1]

Emissions savings
1.5 tonnes per
1,000km travelled[2]

Low as 8 months
payback[1] on
investment

Operating Business Model Ready to Scale

$17m[4]
invested capital

23 trucks converted
142 contracted orders
2 authorised dealerships

Subscription model with
recurring revenues

Demonstrated Operational Performance[3]

319,310
kilometres travelled

2,240 battery swaps
7 charging stations

625,332
kWh energy used

[1] The payback period is the amount of time it takes for a customer to generate enough savings to recover its initial additional capital cost compared to rebuilding a diesel engine: $0.205/km saving x 288,000km = $59,040 annual saving. Incremental $40,000 conversion cost / $59,040 saving = 0.677 x 12 months = 8.13 months

[2] 13,000 trucks travelling an average distance of 288,000km p.a. at 1.47kg CO^2/km.

[3] Janus data analytics as of 31 January 2025.

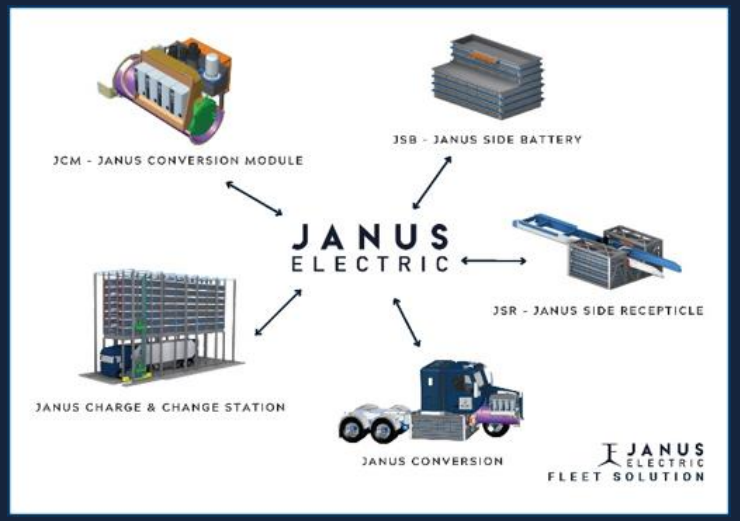
[4] Comprises amounts invested by way of subscription for ordinary shares and convertible notes.

Janus Business Model

The Janus business model integrates diesel truck conversion, patented battery-swapping technology, and energy management services to deliver a decarbonised fleet solution with recurring revenue streams.

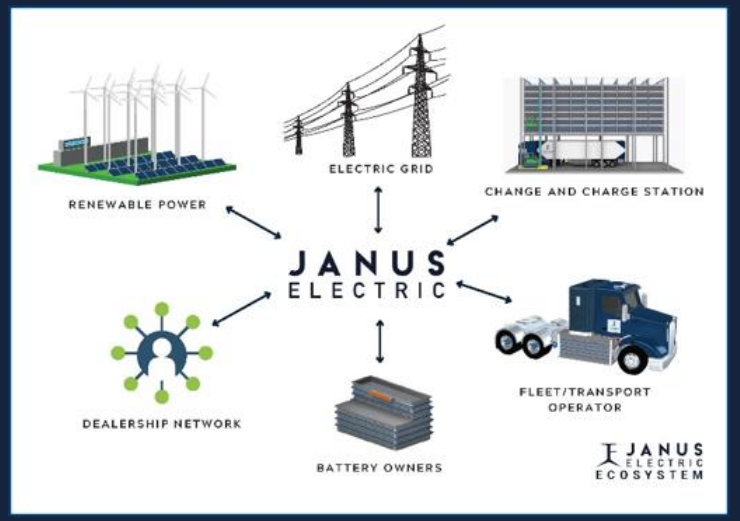
Annual Recurring Revenue (ARR)

- Once a truck is converted, Janus establishes a long-term relationship with its customers, **multiple revenue streams and annuity-style income**, including:
  - truck conversion fees (one-off);
  - daily battery hire charges (ongoing);
  - electricity and usage fees (ongoing);
  - forklift authentication fees for battery swaps (ongoing); and
  - subscription fees for real-time fleet management ecosystem (ongoing).



Built Infrastructure & Software Ecosystem

- The "Janus Ecosystem" connects all elements of the Janus business, ensuring **seamless interaction between customers, assets, and energy usage**.
- Designed to manage, optimise, and integrate every aspect of electric vehicle operations for fleet owners.
- Optimises energy consumption.



Janus Unit Metrics: Delivering Value

Janus generates recurring revenue with each truck conversion.

Delivered to Date[1]

23	142	2,240	319,310km	625,332kWh
Trucks Converted	Contracted Orders	Battery Swaps	Travelled	Energy Used

Key Unit Metrics

Quantity	Truck Conversion Sales	Post Conversion Annual Net Recurring Revenue[3]
Per Truck	$175K[2]	$164K
20 Trucks	$3.5M	$3.3M
100 Trucks	$17.5M	$16.4M
1,000 Trucks	$175M	$164M

[1] Janus data analytics as of 31 January 2025.
[2] The Conversion Sale per truck of $175,000 is based on the weighted average sales across completed contracts. Actual conversion costs range from $115,000 to $200,000, depending on the model of the truck and the volume quantity ordered.
[3] Annual Net Recurring Revenue refers to gross revenue from the Janus ecosystem less cost of energy, with ecosystem revenue based on contracts recently entered into. Operating and pricing assumptions for Annual Net Recurring Revenue include: (i) Janus owned infrastructure; (ii) 1.33 battery packs per truck; (iii) 1 Janus Charge and Change Station (JCCS) per 5 trucks; (iv) 24 operating days per month; (v) 1.5 cycles per day; (vi) 1,000kWh energy consumption per truck per day; (vii) battery hire and authentication fee per cycle of $125 and $25 respectively; (viii) JCCS and Janus Conversion Module (JCM) usage fees per kWh of $0.125 and $0.04 respectively; (ix) $0.12/kWh margin on energy sales; (x) monthly subscription fee of $200 per truck; (xi) battery and JCCS monthly fees of $100 and $150 respectively; and (xii) JCCS lease fee of $625 per month.

Janus Patented Software Ecosystem

Proprietary digital platform to connect all assets and services offered to Janus customers.

1 Janus Software System

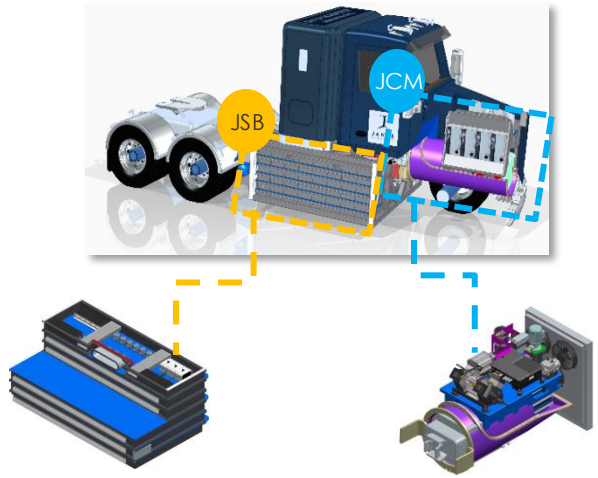
- Realtime tracking of assets and transactions
- Monitors battery health and levels
- Data analytics on costs and performance

2 Energy and Fleet Management

- Analyses energy consumption and charging
- Enhances fleet performance
- Optimises charge times to get best pricing

3 Asset Utilisation and Verification

- Only Janus batteries will work in Janus trucks
- Only certified equipment has system access
- Maintains system and operator safety



Compelling Customer Value Proposition

Conversion from diesel to Janus saves ~$0.20/km[4], reducing annual running costs by ~16% with as low as 8-months payback[6] period.

Case Study: Diesel Engine vs. Janus EV Conversion[1] Cost per km Comparison

Costs	Units	Diesel Engine Rebuild	Conversion to Janus EV
Initial Capital Outlay	**$**	**135,000**	**175,000[2]**
Ownership Cost [3]	$ / km	0.109	0.012
Energy Cost [4]	$ / km	0.955	0.73
Battery Hire	$ / km	-	0.279
Subscription Fee	$ / km	-	0.008
Maintenance	$ / km	0.20	0.03
Total Ongoing Costs	**$ / km**	1.264	1.059
Savings	$ / km		0.205[4]
Km's travelled	km	288,000	288,000[5]
Annual saving	$	-	59,040
Payback[6]	**Months**		**8**

[1] Source data derived from Janus' desktop analysis based on a leading East Coast linehaul transport operator running B-double tautliners on between Brisbane and Sydney. Calculations are based on a diesel price of $2.10 per litre (including AdBlue diesel exhaust fluid costs), correlating to 0.955 per km.
[2] The Conversion Cost per Truck of $175,000 is based on the weighted average cost across all completed contracts. Actual conversion costs range from $115,000 to $200,000, depending on the model of the truck and the volume quantity ordered.
[3] Ownership costs assume a 5-year lease at % interest for funding.
[4] Savings are subject to change with fluctuations in diesel prices.
[5] Based on a freightliner argosy 25m B-double truck traveling 960km (Brisbane to Sydney) x 6 days/week x 50wks/yr = 288,000km
[6] The payback period is the amount of time it takes for a customer to generate enough savings to recover its initial additional capital cost compared to rebuilding a diesel engine: $0.205/km saving x 288,000km = $59,040 annual saving. Incremental $40,000 conversion cost / $59,040 saving = 0.677 x 12 months = 8.13 months

Key Customer Benefits vs. Diesel Engine

- Diesel engines reach end-of-life after approximately 1,000,000km, requiring a full engine rebuild at this stage.
- Potential Janus customers face a choice: rebuild the old diesel engine or convert to electric.
- Diesel engine and transmission replacement costs ~$135k, whereas **Janus conversion costs ~$175k**.
- For high utilisation truck fleets, the financial benefit is significant with **~16% lower annual running costs**.
- Case Study Example: A truck traveling 288,000 km per year:
  - Janus demonstrated **savings of ~$0.20/km**[4] after fees.
  - The additional $40k investment over a diesel rebuild is recouped in **~8 months**[6].
- Fleet operators also benefit from:
  - **Lower maintenance and fuel costs** through the Janus ecosystem.
  - **Reduced noise, smoother ride,** and **better air quality**.

Addressable Market

To the best of the Company's knowledge, Janus is the only company globally with proprietary technology capable of converting Class-8 prime mover trucks to electric.

Australian Industry Landscape

~124,296[1] Prime Movers Registered	**181.4b**[2] Total Road Freight (tonne-km)	**$79bn**[3] Road Freight Transport Forecast 77% growth by 2050
78,300km[4] Average distance trucks travel annually	**60,571**[5] Road Freight Businesses	**~4,200**[6] Trucks travel daily between Sydney and Melbourne

Key Facts

Australia has one of the most extensive road networks in the world spanning 877,651 kms in total.[7]

A large majority of fleets utilise the same major highways between Brisbane-Sydney-Melbourne and Adelaide-Perth.

Compelling Advantages

- ✓ Janus Charge and Change infrastructure enables **higher truck uptime, minimising downtime**.
- ✓ Janus exchangeable battery gets trucks back on the road in **~4 minutes compared to 1-3 hours for EV charging**.
- ✓ **Battery chemistry agnostic** – Janus technology can be upgraded as battery advancements evolve.
- ✓ Janus charging **infrastructure integrates seamlessly within Australia's existing electrical grid**.
- ✓ **Scalable and adaptable** to new battery technologies.
- ✓ **Low upfront capex** conversion model allows fleet operators to optimise economic operational savings.

1 Australian Bureau of Infrastructure and Transport Research Economics Statistical Report: https://www.bitre.gov.au/sites/default/files/documents/bitre-road-vehicles-australia--january2024.pdf.
2 Australian Bureau of Statistics "Survey of Motor Vehicle Use, Australia: https://www.abs.gov.au/statistics/industry/tourism-and-transport/survey-motor-vehicle-use-australia/latest-release#:~:text=24.6-,Tonne%2Dkilometres%20travelled,for%204.0%25%20of%20the%20total
3 Australian Government "Department of Infrastructure, Transport, Regional Development, Communication and the Arts – Australian Aggregate Freight Forecasts – 2022": https://www.bitre.gov.au/sites/default/files/documents/bitre_rr154_summary_report.pdf
4 Australian Bureau of Statistics "Survey of Motor Vehicle Use, Australia: https://www.abs.gov.au/statistics/industry/tourism-and-transport/survey-motor-vehicle-use-australia/latest release#:~:text=Articulated%20trucks%20travelled%2078.3%20thousand,than%20any%20other%20vehicle%20type
5 IBIS World "Road Freight Transport in Australia – Market Research Report (2014-2029)": https://www.ibisworld.com/australia/industry/road-freight-transport/456/
6 Australian Government "Department of Infrastructure and Regional Development, Bureau of Infrastructure, Transport and Regional Economics – Traffic on the national road network, 2013-14": https://www.bitre.gov.au/sites/default/files/is_080.pdf
7 Statista "Total length of roads in Australia in 2018, by state": https://www.statista.com/statistics/1030909/australia-length-of-roads-by-state/

Distinct Market Position with Capital Cost Efficiency

Janus' retrofit solution converts existing diesel trucks to electric, reducing upfront costs and enabling affordable fleet electrification.

BRANDS		TRUCK TYPE	TYPE	RANGE - KM	EXCHANGABLE BATTERY	CHARGE TIME	CAPITAL COST AUD$
JANUS ELECTRIC	Janus Electric	Any Class 8 Prime Movers	Technology Provider	400-600	YES	4 Min Battery Swap	$175K
TESLA	Tesla	Semi	OEM	480-800	NO	100% in 2.5HRS	$450K
KENWORTH	Kenworth	T680E	OEM	240	NO	100% - 3.3HRS	$695K
Peterbilt	Peterbilt	579EV	OEM	240	NO	100% - 3.3HRS	$695K
FREIGHTLINER	Freightliner	eCascadia	OEM	400	NO	80% - 1.5HRS	$500K
VOLVO	Volvo	FH Aero	OEM	300	NO	80% - 2.5 HR	$750K
SCANIA	Scania	TBA	OEM	600	NO	100% - 1.5HRS	$600K-$900K
NIKOLA	Nikola	Tre BV	OEM	480	NO	10%-80% - 2.5HRS	$695K
BYD	BYD	8TT	OEM	320	NO	100% - 2.5HRS	$385K
WINDROSE	Windrose	6x4 Semi	OEM	670	NO	100% in 1 hour	$590K

**Range calculations are estimates and can vary based on factors such as topography, weather conditions, and driver habits.*

[1] Tesla Semi – tesla.com/semi
[2] Kenworth T680E – kenworthsalesco.com/model/t680e
[3] Peterbilt 579EV – canbrias.com/inventory/v1/current/Peterbilt/electric/579EV
[4] Freightliner eCascadia - https://www.premiertruck.com/details-2024-freightliner-cascadia
[5] Volvo VNR Electric - https://www.nextbigfuture.com/2023/10/summarizing-all-18-days-of-real-world-electric-truck-data.html
[6] Scania - https://www.scania.com/group/en/home/products-and-services/trucks/battery-electric-truck.html
[7] Nikola - https://www.nikolamotor.com/tre-bev
[8] BYD - https://en.byd.com/truck/class-8-day-cab/
[9] Windrose - https://windrose.tech/

Reputable Existing Customer Base

Janus has successfully converted 23 trucks, demonstrating its proven technology across various models.

Customer	Model	Quantity	Completion
CEMENT AUSTRALIA	Kenworth T403	6	March to July 2023
	JET410	1	February 2023
QUBE	Volvo FH16	3	February 2023 / May to December 2024
NEWCOLD	Mack Trident	2	April 2023
ADBRI	Mack Superliner	1	February 2024
FENNELL FORESTRY	Kenworth T609	1	February 2023
JJ Richards & Sons Pty Ltd	Kenworth T409	1	April 2024
	Western Star 4800FXB	1	February 2024
	Kenworth T909	1	June 2024
SYMONS CLARK LOGISTICS	Mack Trident	1	November 2023
JANUS ELECTRIC	Kenworth T403	1	March 2020
	Freightliner Coronado	1	May 2021
	Western Star 4800FXB	1	December 2021
	Mack Trident	1	March 2023
	JET610	1	April 2023
	Total	**23**	

Strong Demand Pipeline

Janus has executed binding Purchase Agreements for 142 truck conversions.

Company	Company Description	Order Quantity	Total Truck Fleet
SYMONS CLARK LOGISTICS	• 140-year old family-owned transport and logistics company in Adelaide, providing wharf cartage, container transport, and logistics services.	50	175
QUBE	• Qube Bulk provides complete mine-to-market and mine resupply solutions, offering mine, road, rail, storage, port and ship services.	3	850
RE:GROUP	• Re.Group is a full-service civil construction, mining services, labour resourcing and equipment hire company.	60	100
CHL	• Clover Hill Logistics is a leading Australian provider of transport and logistics with a mission to provide a zero-emission truck fleet by 2027.	10	15
CEMENT AUSTRALIA	• Cement Australia has developed an extensive range of heavy transport that have been tried and tested to suit Australian conditions.	7	250
OTHERS		12	
	Total Signed Binding Orders	**142**	

Compelling Investment Case in Driving the Future of Electric Heavy Transport

SUMMARY

✓ **Innovative and Disruptive Technology**
Janus "Charge and Change" system enables 4-minute battery exchange for heavy vehicles, minimising downtime.

✓ **Recurring Revenue Model**
Annuity revenue from truck conversions, battery subscriptions, and infrastructure usage.

✓ **Large Market Opportunity**
Targeting a multi-billion-dollar market with ~124,296 prime movers in Australia, delivering significant cost savings.

✓ **Strong Customer Demand**
Secured 142 confirmed orders from major fleet operators, including repeat business following 23 successfully converted trucks.

✓ **Real Impact on Truck Emissions**
Supporting industry adoption of zero-emission transport solutions.

✓ **Growth-Oriented Capital Raise**
Seeking $8.0 million to $10.0 million to expand infrastructure, inventory, and R&D, driving scalability and rapid market penetration.

JANUS ELECTRIC

Board of Directors & Leadership Team

Board of Directors

Dennis Lin, LLB, BCom

Independent Non-Executive Chair

- Dennis Lin practised as a solicitor, Chartered Accountant and corporate advisor on equity markets and mergers and acquisitions for over 20 years, including Partner at BDO, before retiring from professional services.
- He now focuses on hyper growth businesses as the Managing Partner of TAKE Global, a strategic corporate advisory firm with a focus on advising private and public companies on M&A and capital management in renewable technologies and decarbonisation sectors.
- Dennis has previously chaired numerous public boards, including Synertec Limited (ASX:SOP), Bubs Australia Ltd (ASX:BUB), and Health and Plant Protein Group Limited (ASX:HPP), and was a Non-Executive Director of eCargo Holdings (ASX:ECG).

Tony Fay, BAgSci

Non-Executive Director

- Tony Fay is the current Independent Non-executive Chair of Janus Electric.
- Tony has held several MD/CEO positions with 30 years of experience managing derivative broking businesses.
- He has worked in Financial Markets for several leading Investment Banks and Brokerage Firms. He was instrumental in establishing the Agricultural Derivatives markets and holds investments in a diverse portfolio of start-up ventures and listed equities.
- Tony was Chairman of Raiz Invest Ltd (ASX:RZI) from 2018 to 2020.

Kristy Carr, BBus

Non-Executive Director

- Kristy Carr is an accomplished entrepreneur with 30 years of experience building successful brands across Australia, Asia, and the USA.
- Featured in Forbes 2022 Asia's Power Businesswomen List, Kristy has a proven track record in business leadership.
- As Founder and Managing Director of Bubs Australia (ASX:BUB), she led the company to grow revenues from zero to over $100 million, with market capitalisation reaching a peak of $800 million, listed in the ASX300.
- Kristy is Managing Partner of TAKE Global, focusing on investments and strategic corporate advisory in green technology and renewable energy.

Ian Campbell, BCom, GAICD

Managing Director

- Ian Campbell is a seasoned executive with 23 years of experience across sustainability, finance, and capital markets.
- Previously the Managing Director and Head of Debt Capital Markets at Citi, Ian led teams responsible for executing over USD 500 billion in transactions across multiple industries and geographies.
- A recognised leader in green financing and ESG advisory, Ian has developed and executed innovative sustainability strategies, including green bonds and sustainability-linked financing for major organisations like Fortescue, Woolworths, and NBN.
- In 2023, Ian was appointed Non-Executive Director of Synertec Limited (ASX:SOP).
- Ian is a Graduate of the Australian Institute of Company Directors (GAIDC).

Janus Founder: Pivotal COO Role in Future Operations

Lex Forsyth, BBus

Founder and Chief Operating Officer

- With deep industry expertise and a commitment to green energy solutions, Lex will continue to lead Australia's transition to electrifying heavy road transport under the new merged group.
- Coming from a family with over 50 years in the trucking industry, Lex has an intrinsic understanding of road transport and the challenges faced by fleet operators. This professional experience provides him with invaluable insights into the logistical and operational demands of the industry.
- Lex began his career as Operations Manager at FH Transport, advancing to Managing Director at Sea Cargo Logistics before leading his family's business, Forsyth Transport. He later became General Manager at Australian Network Fuels, specialising in diesel supply for QLD truck fleets.
- Now at Janus Electric, Lex is revolutionising the trucking industry. Under his leadership, the company launched Australia's first solar-powered Charge and Change Station at the Moorebank Intermodal Precinct in Sydney. This innovative infrastructure enables electric trucks to swap batteries quickly, reducing downtime whilst enabling sustainable transport.

Senior Leadership Team

Ian Campbell, BCom, GAICD

Chief Executive Officer

- Ian is a seasoned executive with 23 years of experience in finance, capital markets and sustainability.
- Previously the Managing Director and Head of Debt Capital Markets at Citi, Ian led teams responsible for executing over USD 500 billion in transactions across multiple industries, debt markets and geographies.
- A recognised leader in green financing and ESG advisory, he has developed and executed innovative sustainability strategies, including green bonds and Ian Campbell is a seasoned executive with over 20 years of experience in finance, capital markets and sustainability.
- He holds a Bachelor of Commerce from Australian National University. He also completed the 'Business and Climate Change: Towards Net Zero Emissions' program at the University of Cambridge in 2021.
- Ian is a Graduate of the Australian Institute of Company Directors (GAIDC).

Greg Watson, LLB, BCom

Chief Financial Officer and Company Secretary

- Greg joined ReNu Energy as CFO and Company Secretary in 2019 and was appointed CEO in 2020. He was then appointed MD in September 2024.
- He has a strong background in finance, tax, legal and company secretarial disciplines with nearly three decades of experience in professional services and the resources and clean energy sectors.
- His career highlights include nearly a decade at KPMG and serving as CFO for Capricorn Copper Holdings Pty Ltd and Lighthouse Minerals Pty Ltd.
- Greg holds a Bachelor of Commerce and Bachelor of Laws from Deakin University.

JANUS ELECTRIC

Transaction & Capital Raising Overview

Key Terms of the Proposed Acquisition

Janus Electric to undertake an Intended Reverse Takeover of ReNu Energy.

PROPOSED ACQUISITION	• **Acquisition of 100% of Janus' issued share capital in exchange for ReNu shares**. • Unlocks opportunities for **scaling operations, expanding infrastructure**, and provides working capital to support growth. • Supported by a **$8.0 million to $10.0 million capital raising at $0.20 per share**.
CONSIDERATION AND RELATIVE SHAREHOLDING	• Majority shareholding retained by Janus stakeholders in the merged entity. • Convertible noteholders included in share allocation.
KEY CONDITIONS	• Binding agreements executed with all Janus Shareholders and Noteholders. • Completion is subject to a number of Shareholder approvals being obtained and ReNu Energy satisfying Chapters 1 and 2 of the ASX Listing Rules. • Prospectus issuance, capital raising completion, and satisfaction of transaction conditions required.
BOARD AND SENIOR MANAGEMENT	• A **fully refreshed board chaired by Dennis Lin** providing strategic guidance, leveraging expertise in value creation and corporate governance. • **Ian Campbell to be appointed as Managing Director**, bringing 23 years of experience in sustainability, finance, and debt capital markets, including his prior role as Managing Director and Head of Debt Capital Markets at Citi, where he led teams to execute over USD 500 billion in transactions and advised on innovative green financing initiatives. • **Janus Founder, Lex Forsyth, will continue in a pivotal role as COO**, focusing on operational leadership and business development.
INDICATIVE TIMING	• Capital raising and share issuance aligned with acquisition completion. • Allotment and dispatch of holding statements upon finalisation. • **Target date for ASX reinstatement** upon transaction close on **22 April 2025** (see Page 28 for detailed timetable).

Capital Raising Overview

ReNu is seeking to raise $8.0m - $10.0m to fund the rollout of Janus' innovative technology to electrify heavy transport.

ISSUER	• ReNu Energy Limited (ASX: **RNE**) ("**ReNu**" or the "**Company**"). • **To be renamed Janus Electric Holdings Limited** (ASX: **JNS**) post transaction.
CAPITAL RAISING OFFER	• Prospectus for the offer of a minimum of 40,000,000 new fully paid ordinary shares and a maximum of 50,000,000 new fully paid ordinary shares in ReNu Energy Limited (**New Shares**) • **Offer Price of $0.20 per ordinary share to raise a minimum of $8.0 million up to a maximum of $10.0 million** (**Capital Raising Offer**).
INTENDED REVERSE TAKE OVER (RTO)	• New Shares issued under the Prospectus will be issued on the date of completion of the Proposed Acquisition (**RTO Completion**).
USE OF FUNDS	• Inventory; • Additional Janus battery packs; • Additional Janus charging stations; • Workshop upgrades; • R&D, product and market development; • Working capital; and • Costs of the Offers.
JOINT LEAD MANAGERS	• **PAC Partners Securities** Pty Ltd and **Bell Potter Securities** Limited. - Co-Manager: Lynx Advisors Pty Ltd.

Capital Structure

Leveraging first mover advantage to lead the transition of the electrification of heavy transport in Australia.

Consideration Funding for the Proposed Acquisition

- **Capital Raising**: A minimum of $8.0 million and a maximum of $10.0 million will be raised through the issue of new shares at $0.20 per share.
- **Shareholder Contributions**: Includes shares issued to Janus shareholders and convertible noteholders as consideration for the acquisition.
- **Funding Allocation**: Proceeds will fund inventory, additional Janus battery packs, additional Janus Charge & Change stations, workshop upgrades, R&D, product and market development, working capital, and costs of the Offers.

Post-Merger Capital Structure

The merged group will maintain a robust capital structure to:

- **Support growth initiatives**: Expansion of Janus' battery-swapping infrastructure and delivering contracted orders, with plans to achieve a minimum 39 truck conversions scheduled to occur in the 18 months following completion of the Proposed Acquisition based on ReNu Energy raising the Minimum Subscription.
- **Provide financial flexibility**: Investing in installing Charge and Change stations, workshop upgrades, and exploring strategic capital options.
- **Dividend Policy**: The merged entity does not expect to pay dividends in the near term, focusing instead on reinvestment in growth opportunities.

Debt and Equity Considerations

- As of the date of this Prospectus, Janus does not have any formal debt facilities in place.
- The new equity raised will provide the merged group with sufficient resources to fund current projects, including planned baseline truck conversions. This approach ensures financial stability while maintaining flexibility to pursue accelerated production timelines should additional financing be secured.
- The Company may consider an asset-based debt instrument in the future to support an accelerated build schedule beyond the baseline objective. Any decision to pursue such financing will align with the Company's growth and capital strategy and be disclosed accordingly.

Capital and Corporate Structure – Combined Group

The following table details the projected capital structure of ReNu Energy after completion of the consolidation and the Proposed Acquisition, at both a minimum subscription and maximum subscription. This assumes the completion of a 200:1 share consolidation. It also takes into account the Shares and Options to be issued under the various other offers under the Prospectus:

Pre-Consolidation capital structure	
Pre-Consolidation Shares in the capital of the Company	1,771,653,446 Shares
Pre -Consolidation Options	703,437,500 Options
Pre -Consolidation Loan Notes	750,000 Loan Notes
Post-Consolidation capital structure	
Post-Consolidation Shares in the capital of the Company (anticipated)	8,858,268 Shares
Post-Consolidation Options (anticipated)	3,517,188 Options
Post-Consolidation Loan Notes	750,000 Loan Notes
Acquisition Offer	
Issue of New Shares under the Acquisition Offer (anticipated)	50,000,000 Shares
Capital Raise Offer, Advisor, Director and Management Offer and Loan Note Conversion Offer	
Issue of New Shares (up to the Maximum Subscription) under the Capital Raise	50,000,000 Shares
Issue of New Shares (up to the Minimum Subscription) under the Capital Raise	40,000,000 Shares
Issue of New Shares to advisors, Directors and management	8,641,733 Shares
Issue of Options to the Directors	1,400,000 Options
Issue of Options to the Joint Lead Managers (or their nominees)	5,000,000 Options
Issue of Shares on conversion of the Loan Notes	5,000,000 Shares
Issue of Options on conversion of the Loan Notes	5,000,000 Options
Projected securities on issue in the Company after completion of the Offers (assuming the Maximum Subscription is raised)	**122,500,001 Shares** **14,917,188 Options**
Projected securities on issue in the Company after completion of the Offers (assuming the Minimum Subscription is raised)	**112,500,001 Shares** **14,917,188 Options**

Indicative Timetable

Set out in the table below is the indicative timing for completion of the Proposed Acquisition and Proposed Divestment, subject to compliance with all regulatory requirements:

Date	Event
19 February 2025	Execution of Share Purchase Agreement
25 February 2025	Lodgement of Prospectus
26 February 2025	Dispatch of Notice of General Meeting
12 March 2025	Capital Raising Offer opens
28 March 2025	General Meeting
31 March 2025	Effective Date for Consolidation
3 April 2025	Record date of Consolidation
4 April 2025	Capital Raising Offer closes
10 April 2025	Last day for the Company to register securities on a post-Consolidation basis and first day for issue of holding statements
11 April 2025	Completion of Capital Raise and Proposed Acquisition
22 April 2025	Normal trading of shares on ASX

JANUS ELECTRIC

Key Risks

Key Risks

The New Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares and to consult their professional advisors before deciding whether to apply for New Shares pursuant to this Prospectus. There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares. The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Risks relating to the Janus business and its products and consequently risks of the Merged Group:

Early stage and revenue risk

Janus is an early-stage business that has historically been loss-making. As of the date of this prospectus, Janus has converted 23 trucks and has not yet generated a profit, with its current operations reflecting a net use of cash. The Company's ability to achieve sustained revenue and profitability depends on the successful delivery of its existing truck conversion orders and the expansion of the Janus ecosystem, including the deployment of additional battery packs and charge-and-change stations.

- There is no guarantee that Janus will be able to generate sufficient revenue to cover its costs within the expected timeframes or at all. Delays in product rollout, market adoption, or infrastructure development could further extend the period before profitability is achieved. Additionally, as an emerging technology company, Janus may face unforeseen operational, technical, and market-related challenges that could impact its revenue generation and financial sustainability.
- If Janus is unable to secure and fulfill a sufficient volume of truck conversions or establish a viable recurring revenue model from its battery and charging infrastructure, the business may require additional funding to support its ongoing operations. Any failure to secure such funding could adversely affect its financial position and ability to execute its growth strategy.

Product and performance risk

The Janus products are complex, and there have been instances of suboptimal performance in previous models of its battery, which have been deployed. This resulted in fires in 2 batteries and 1 truck over a 28-month period and resulted in a product recall on all batteries in the field from March 2024.

As a result of this, Janus has conducted research and testing to understand the issues and has modified its current and future JSB with the aim of removing or reducing these issues.

However, there remains an inherent risk (as with any emerging technology) that the products and enhancements (including to the JSB) will contain defects or otherwise do not perform as expected (for example, in terms of battery life and reliability). Janus undertakes battery testing under simulated field conditions, which aims to identify such problems before their release for field trials or use. Even after pre-release testing, there remains the risk of manufacturing or design defects, errors or performance problems that may only emerge over time and use in the field under operating conditions.

Janus provides a broad warranty with respect to the JCM, JCCS and JSB (**Assets**) which is subject to a range of technical and operating conditions. However, Janus has not tested its Assets over its entire operating life in simulated conditions. If the Assets fail to perform as expected (including if there are any further battery fires) or if production of the Assets is subject to delays (including delays in the rollout of the JCM and JCCS in new trucks), Janus could lose existing and future business and its ability to develop, market and sell its battery and its JCM and JCCS could be harmed.

Product defects or non-performance may also give rise to product recalls, claims against Janus, diminish the brand or divert resources from other purposes, all of which could have a materially adverse impact on the Merged Group financially and reputationally. This could adversely affect the Janus business, the Merged Group's operating results and the price at which the Shares will trade.

The Janus products will frequently be deployed in remote locations where reliability is important, and any defects or non-performance problems could result in expensive and time-consuming design modifications or warranty charges, delays in the introduction of new products or enhancements, significant increases in service and maintenance costs, exposure to liability for damages, damaged customer relationships and harm to Janus' reputation, any of which may adversely affect its business, the Merged Group's operating results and the price at which the Shares will trade.

Further, Janus is dependent on the supply of raw materials for a number of different parts and components. While Janus follows a quality control process, there are possible situations where the quality of raw materials supplied will adversely affect the performance of the product.

Over the past 28 months, Janus has experienced two thermal incidents during the development of R&D prototypes at its factory in Berkley Vale. Additionally, a failure of a single cell in a battery led to a truck fire. In response to this incident, and as part of the application of Janus' risk controls, Janus initiated a product recall and undertook extensive research and testing to identify the underlying issues. Subsequently, Janus modified its current and future battery designs by retrofitting fusing into all battery packs and implementing software upgrades to its battery management system units. These measures aim to mitigate the risk of similar incidents occurring in the future.

Key Risks

Opportunity conversion risk

Janus has a pipeline of commercial sales opportunities to supply JCMs and truck conversions, JCCSs and JSBs in Australia. These opportunities are in various different stages of maturity comprising near term opportunities, such as the supply of backlog orders, opportunities which are moving to close, opportunities where there is active customer engagement and opportunities which are active proposals.

Janus relies on its ability to convert these opportunities into sales and then revenue. There is no guarantee that Janus will be successful in converting these opportunities into revenue either at all or on acceptable terms or within commercial timeframes. If these opportunities are not converted into revenue, this may have an adverse effect on the cashflow and financial performance and position of Janus.

Janus currently operates on a negative cash operating basis in that its operating expenses exceed its revenue. Janus' revenue depends on the extent and timing of future product sales and implementation of individual projects which may be affected by factors outside Janus' control such as tasks for which the customer is responsible. There is a risk that sales and revenue may take longer than expected to materialise or not be realised at all. For example, there are no guarantees that battery trials, system demonstrations, initial deployments or commercial scale projects, will be successful or, even if successful, will convert into firm orders or sales revenue on a timely basis.

Customer payment risk

Janus has entered into a number of truck conversion and Janus Ecosystem use agreements which allow customers to pay a deposit and then pay the balance on delivery of the product. There is a risk that customers will not pay on time or, if the customer becomes insolvent, will not pay at all. This may mean that Janus is not paid for work completed or JCMs and truck conversions, JCCSs and JSBs delivered/deployed. This will have a material adverse effect on the Merged Group's financial position.

Commercialisation risk

If Janus' JCM, JCCS and JSB technology is not adopted by its customers, or if its battery technology does not meet industry requirements for long duration energy storage capacity in an efficient and safe design, Janus' battery will not continue to gain market acceptance.

Many other factors outside of Janus' control may also affect the demand for its JCM, JCCS and JSB and the viability of adoption of advanced battery applications, including:

- performance and reliability of battery power products compared to conventional and other non-battery energy sources and products;
- success of alternative battery chemistries; and
- cost-effectiveness of the Janus products compared to products powered by conventional energy sources and alternative battery chemistries.

Technology obsolescence risk

Rapid and ongoing changes in technology and product standards could quickly render the Janus products less competitive, or even obsolete Janus it fails to continue to improve the performance of its battery, its chemistry and battery management systems.

Janus will continue to research, develop and manufacture lithium batteries. The market for advanced rechargeable batteries is at a relatively early stage of development, and the extent to which the Janus lithium batteries will be able to meet its customers' requirements and achieve significant market acceptance, is uncertain.

One or more new, higher energy rechargeable battery technologies could be introduced which could be directly competitive with, or superior to, the Janus technology. Competing technologies that outperform the Janus battery could be developed and successfully introduced and, as a result, there is a risk that the Janus products may not be able to compete effectively in its target markets.

Manufacturing risk - general

There are risks which are inherent in manufacturing operations including machinery breakdowns, damage from flood and fire, below standard workmanship or materials, employee issues (including accidents), workplace health and safety and so on. Any adverse impact on production could have a materially adverse impact on Janus' ability to meet customer needs and the risk of customer claims and Janus' ability to achieve its expansion plans or its financial performance.

Manufacturing capacity risk

As Janus will build its manufacturing capability based on its projection of future supply agreements, its business revenue and profits will depend upon its ability to enter into and complete these agreements, achieving competitive manufacturing yields and driving volume sales consistent with its demand expectations.

Key Risks

In order to fulfil the anticipated product delivery requirements of its potential customers, Janus will invest in capital expenditures in advance of actual customer orders, based on estimates of future demand. If market demand for the Janus products does not increase as quickly as it has anticipated and align with the Janus' manufacturing capacity, or if Janus fails to enter into and complete projected development and supply agreements, Janus may be unable to offset these costs and to achieve economies of scale, which could materially affect its business and operating results.

Alternatively, if Janus experiences sales in excess of its estimates, it may be unable to support higher production volumes, which could harm customer relationships and overall reputation. Janus' ability to meet such excess customer demand could also depend on its ability to raise additional capital and effectively scale its manufacturing operations.

If Janus is unable to achieve and maintain satisfactory production yields and quality, its relationships with certain customers and overall reputation may be harmed, and its sales could decrease.

Manufacturing production and outsourcing risk

The manufacturing and assembly of safe, long-lasting batteries is a highly complex process that requires extreme precision and quality control throughout a number of production stages. Improving manufacturing processes will be an ongoing requirement both to reduce cost and improve battery performance and reliability by minimising manufacturing errors.

Janus has adopted a combination of outsourced and insourced component manufacturing of its battery parts to achieve the benefits of scalability, quality control, and cost efficiencies and to reduce its overall manufacturing risks (including the risk of damage to finished products when they are delivered from the factory to the customer).

The outsourced component of the Janus manufacturing strategy (being the import of lithium-ion cells from China) has associated risks. It means that Janus is unable to directly control delivery schedules, quality assurance, manufacturing yields and production costs.

Any defects in battery packaging, impurities in the electrolyte or electrode materials used, contamination of the manufacturing environment, incorrect welding, excess moisture, equipment failure or other difficulties in the manufacturing process could cause batteries to be rejected or to fail in the field, thereby reducing yields and affecting Janus' ability to meet customer expectations.

Problems in Janus' manufacturing and assembly processes could limit its ability to produce sufficient batteries to meet the demands of potential customers.

Manufacturing personnel

Janus' manufacturing capability depends on the recruitment and retention of skilled employees to produce quality batteries and meet customer demand.

There can be no assurance that Janus will be successful in attracting and retaining the skilled personnel necessary to meet current or any future demand for product. The inability to attract and retain qualified personnel could have a materially adverse impact on Janus.

Regulatory and compliance risk

Janus uses hazardous substances, including lithium-ion battery cells, in the assembly of its battery modules. Various regulatory requirements apply to storing, handling and disposing of such materials. Janus must also comply with prescribed product standards in the various jurisdictions in which it operates that are relevant to its battery's manufacture, installation and operation. In Australia, Janus must comply with the dangerous goods regulations with respect to the storage of batteries. In the event Janus expands its operations into the US, there will be numerous regulatory compliance requirements.

There is a risk that Janus will be unable to comply with the regulatory requirements imposed on its batteries or that the cost of compliance will exceed expectations and have an adverse impact on the financial position of Janus. This may prevent Janus from accessing markets in certain jurisdictions.

Further, non-compliance by Janus with design compliance (ADR) may lead to Janus' vehicle not being able to be used on the roads.

Non-Compliance with Australian Design Rules (ADR)

Janus must comply with ADR for retrofitted vehicles to be road-approved. Non-compliance by Janus with design compliance may lead to Janus' vehicle not being able to be used on the roads. Non-compliance could halt production, delay operations, and increase costs while solutions are engineered. This may reduce revenue, harm Janus' reputation, and limit market access, affecting its growth and operational plans.

Changes to Heavy Vehicle Road User Charges

The heavy road transport industry faces potential regulatory changes to road user charges that could reduce the cost differential between diesel and electric systems, such as lower diesel charges or a tonne-per-kilometre charge without exemptions for electric vehicles. The introduction of road user charges based on kilometres travelled or energy consumed would similarly impact the industry. Such changes may reduce the competitiveness of electric solutions like the Janus system, adversely affecting customer adoption rates and revenue.

Key Risks

Supply risk

Janus' manufacturing operations depend on obtaining raw materials, parts and components, manufacturing equipment and other supplies, including services from reliable suppliers (including transport services) in adequate quality and quantity, in a timely manner. It may be difficult for Janus to substitute one supplier for another, increase the number of suppliers or change one component for another in a timely manner or at all due to the interruption of supply or increased industry demand. This may adversely affect the Merged Group's operations.

The prices of raw materials, parts and components and manufacturing equipment may increase due to changes in supply and demand and global or other macro-economic events such as the Ukraine Conflict, Gaza Conflict and supply chain constraints. In addition, currency fluctuations and the weakening of the Australian dollar against foreign currencies may adversely affect Janus' purchasing power for raw materials, parts and components and manufacturing equipment from foreign suppliers.

If Janus is unable to secure key supply inputs in a timely and economically acceptable manner, it could have a materially adverse effect on its ability to meet customer demand and sell the Assets profitably.

Battery supply

Janus currently imports its prismatic lithium battery cells from China, the battery packs are then assembled in Janus' Berkeley Vale premises in north Sydney. The inability to procure the prismatic lithium battery cells will limit the growth of the Janus business.

Warranty risk, product liability and extended life cycle testing risk

There is an inherent risk of defective workmanship or materials in the manufacture of Janus' products and for exposure to product liability for damages suffered by third parties attributable to the use of the product.

Defective products may have a materially adverse impact on Janus (and the Merged Group's) reputation, its ability to achieve sales and commercialise its Assets and on its financial performance due to warranty obligations. It may also give rise to product liability claims. The Merged Group will mitigate this risk via the usual contractual provisions which exclude liability for consequential loss and so on, but it is not possible to protect Janus (and the Merged Group) against reputational loss.

Janus provides a product warranty which is subject to a range of technical and operating conditions. The battery has not however been tested over its full operating life either in the field or in simulated conditions.

Intellectual property and patent risk

The ability of Janus to maintain protection of its proprietary intellectual property and operate without infringing the proprietary intellectual property rights of third parties is an integral part of the Janus business.

To protect its proprietary intellectual property, Janus has patents through its wholly-owned subsidiary, Janus Energy. In addition, Janus Energy has patent applications that are at various stages of the examination process in various jurisdictions. There is a risk that some or all of the patent applications will not be accepted, either in Australia or overseas and that other persons may be able to commercially exploit the proprietary intellectual property.

The granting of protection, such as a registered patent, does not guarantee that the rights of third parties are not infringed or that competitors will not develop technology to avoid the patent. Patents are territorial in nature and patents must be obtained in each and every country where protection is desired. There can be no assurance that any patents which the Merged Group may own or control will afford the Merged Group significant protection of its technology or its products have commercial application.

Competition in obtaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to disputes. The Merged Group has, and may in the future, enter into commercial agreements under which intellectual property relevant to Janus will not be owned exclusively by Janus. In these circumstances, Janus and the Merged Group will seek to negotiate an appropriate licence to use any such intellectual property.

There is a risk that such newly created intellectual property not exclusively owned by Janus or the Merged Group, will be material to the Merged Group and there is no guarantee that the Merged Group will be able to enter into appropriate agreements to use it either at all or on commercially acceptable terms and conditions, or on a timely basis. The inability to secure rights to use such intellectual property could have a material impact on the Merged Group's ability to sell or otherwise commercialise its products, and its financial performance.

Reverse engineering risk and trade secret risk

There is a risk of Janus' products and battery management system being reverse engineered or copied. Janus relies on trade secrets to protect its proprietary technologies, especially where it does not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Janus relies in part on confidentiality agreements with its employees, contractors, consultants, outside scientific collaborators and other advisors to protect its trade secrets and other proprietary information.

These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorised disclosure of confidential information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect the Merged Group's competitive business position.

Competition and new technologies

The industries in which Janus and ReNu Energy are involved are subject to domestic and global competition which is fast-paced and fast-changing. While the Merged Group will undertake all reasonable due diligence in its business decisions and operations, the Merged Group will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Merged Group's projects and business. For instance, new technologies could result in the Merged Group not being sufficiently differentiated within the markets it operates in.

Key Risks

Information technology

The Merged Group relies heavily on its computer hardware, software and information technology systems. Should these not be adequately maintained, secured or updated or the Merged Group's disaster recovery processes not be adequate, system failures may negatively impact on its performance.

Dividends

There is no guarantee as to future earnings of the Merged Group or that the Merged Group will be profitable at any time in the future, and there is no guarantee that the Company will be in a financial position to pay dividends at any time in the future.

Personnel risk

The Merged Group may not be able to successfully recruit and retain skilled employees, particularly scientific, technical and management professionals.

The Merged Group believes that its future success will depend in large part on its ability to attract and retain highly skilled technical, managerial and marketing personnel who are familiar with its key customers and are experienced in the battery industry. Industry demand for employees with experience in battery chemistry and battery manufacturing processes exceeds the number of personnel available, and the competition for attracting and retaining these employees is intense. This competition will intensify if the advanced battery market continues to grow, possibly requiring increases in compensation for current employees over time.

The Merged Group cannot be certain that it will be successful in attracting and retaining the skilled personnel necessary to operate its business effectively in the future. Due to the highly technical nature of its battery, the loss of any significant number of the Merged Group's existing engineering and project management personnel could have a materially adverse effect on its business and operating results.

The Merged Group relies heavily on its senior executives and engineering team. There can be no assurance that the Merged Group will be able to retain its key personnel or recruit suitable technical staff as replacements. The loss of key personnel could have a materially adverse impact on the Merged Group.

Exchange rates

The Merged Group is potentially exposed to movements in exchange rates. The financial statements of the Merged Group are expressed and maintained in Australian dollars. However, a portion of the Merged Group's income and costs may, in the future, be earned in foreign currencies. Exchange rate movements affecting these currencies may impact the profit and loss account or assets and liabilities of the Merged Group (to the extent the foreign exchange rate risk is not hedged or not appropriately hedged) and the general competitiveness of the Merged Group's products in the market.

Climate change risk

Climate-related factors that may affect the operations and proposed activities of the Merged Group include:

The emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Merged Group may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage.

Climate change may cause certain physical and environmental risks that cannot be predicted by the Merged Group, including events such as increased severity of weather patterns and incidence of extreme weather events.

Insurance

The Merged Group intends to maintain appropriate insurance to cover its activities, however, no assurance can be given that such insurance will be available on commercially reasonable terms or that any cover will be adequate and able to cover all potential claims. Insurance may not always be available for all aspects of the Merged Group's operations. Where the Merged Group suffers loss and does not carry adequate insurance, the Merged Group may be exposed to material uninsured losses, which may have a material adverse impact on the viability of a project or the Merged Group's business and financial condition generally.

Tax law risk

ReNu Energy and Janus have claimed, and the Merged Group intends to continue to claim, a refundable tax offset for eligible expenditure under the R&D tax incentive scheme while it is able to do so. Changes in tax law, or changes in the way tax laws are interpreted (and in particular the R&D tax incentive scheme), may impact the ability of the Merged Group to claim the R&D rebate, which may have a consequent impact on the Merged Group's financial condition.

There is a risk that the tax authorities may review the tax treatment of ReNu Energy's and Janus' business and activities, and any transactions entered into by ReNu Energy or Janus, now or in the future. Any actual or alleged failure to comply with, or any change in the application or interpretation of, tax rules applied in respect of such transactions, may increase the Merged Group's tax liabilities or expose it to legal, regulatory or other actions.

The tax due diligence undertaken was based upon unaudited financial information which depending on the accuracy of that information can give rise to taxation risks for historical financial years where those financial years are open to change by the Commissioner of Taxation.

Maintenance of Key Relationships

A key part of the Merged Group's business is its partnerships with industry development partners, as well as potential customers. The maintenance of these relationships is therefore important to enable the Merged Group to continue to develop its products. A failure to maintain relationships could result in a withdrawal of support, which in turn could impact the Merged Group's future financial position and ability to commercialize its technologies.

JANUS
ELECTRIC

Contacts

Joint Lead Managers

Craig Stranger
+61 409 206 500
cstranger@pacpartners.com.au

Sean Kennedy
+61 414 185 797
skennedy@pacpartners.com.au

Daniel Gadalla
+61 402 244 106
dgadalla@pacpartners.com.au

James Unger
+61 412 670 835
junger@bellpotter.com.au

Nathan Keevers
+61 413 001 034
nkeevers@bellpotter.com.au

Thomas Broadbent
+61 468 402 360
tbroadbent@bellpotter.com.au

Co-Manager

Joe Durak
+61 414 465 582
joe@lynxadvisors.com.au

TALK TO THE CONVERTED