

ASX RELEASE
21 October 2019

PROSPECTUS OFFERS

BidEnergy Limited (ASX: BID) ("BidEnergy" or the "Company"), is pleased to announce the opening of the Share Purchase Plan Offer and the Placement Option Offer, as announced on 7 October 2019 (together, the "Offers").

Full terms and conditions of the Offers are set out in the attached Prospectus.

Applications can be made online at <https://BidEnergyOffer.thereachagency.com> or refer to the Prospectus for alternative application methods and instructions.

SHARE PURCHASE PLAN OFFER

Eligible Shareholders as at 5:00pm AEDT on 4 October 2019 (**Record Date**) may now apply for up to \$30,000 worth of New Shares at an issue price of \$0.58, together with one New Option to be issued, at no additional cost, for every New Share issued under the SPP, to raise up to \$1.5 million (before costs).

Key dates for the SPP are set out below. These dates are indicative only and may be varied by the Company without notice.

Event	Date
Record date (at 5.00pm)	4 October 2019
SPP Offer announced	7 October 2019
Lodgement of Prospectus with ASIC and ASX	21 October 2019
SPP Offer opens	21 October 2019
Despatch of Prospectus & Application Forms to Eligible Shareholders	23 October 2019
SPP Offer & Placement Option Offer Closing Date (at 5.00pm)	1 November 2019
Notification of results of SPP	6 November 2019
Issue of New Shares and New Options under SPP Offer	7–8 November 2019
Anticipated trading of New Shares on ASX commences	8 November 2019
Allotment of related party SPP tranches (if any)	28 November 2019

PLACEMENT OPTION OFFER

On 14 October 2019, the Company completed a placement to sophisticated and professional investors under which it raised \$5.075 million (before costs) through the issue of 8,750,001 New Shares at an issue price of \$0.58 per New Share.

Under the terms of the Placement, Placement Participants may also subscribe for the Placement Option Offer of up to 8,750,001 New Options under the Prospectus at no additional cost, on the basis of one New Option for every New Share subscribed for and issued under the Placement.

Key dates for the Placement Option Offer are consistent with the SPP Offer timetable set out above.

FURTHER INFORMATION:

The Offers have been made under a s.713 prospectus which has been lodged with ASIC today. Eligible Shareholders should carefully consider the Prospectus before deciding to apply for New Shares and/or New Options under the Offers.

For further information regarding the Offers, please contact the Offer Information Line:

- Tel: 1300 850 505 (within Australia)
- Tel: +61 3 9415 4000 (outside Australia)

Eligible Shareholders who wish to participate in the Offers will need to complete the personalised Application Form accompanying the Prospectus. The Prospectus and Application Forms will be despatched to Eligible Shareholders on 23 October 2019 via post or email in accordance with their communication preferences. Alternatively, Shareholders can view the Prospectus and apply for the Offers online at <https://BidEnergyOffer.thereachagency.com>.

About BidEnergy

BidEnergy is an Australian-based technology company with additional offices overseas in the USA and UK. BidEnergy's cloud-based platform simplifies the complex energy spend management process by using automation, enabling organisations





to have complete control over their energy spend. Unlike manual consulting and business services, the platform automates the management of every component of the process for multi-site companies. By automatically capturing and validating invoices and meter data, BidEnergy customers can streamline their accounting and payments processes, go to market at short notice to optimise their supply contracts and reduce billing charges using sophisticated analytics and reporting.





ACN 131 445 335

PROSPECTUS

For a share purchase plan to Eligible Shareholders at the Record Date at an issue price of \$0.58 per New Share, together with one free attaching Option to be issued with every New Share, to raise up to \$1.5 million (before costs) (SPP Offer)

and

for a Placement Option Offer of up to 8,750,001 New Options on the basis of one free attaching New Option for every New Share subscribed for and issued under the Placement (Placement Option Offer)

(together, the Offers).

The SPP Offer is currently expected to close at 5.00pm (AEDT) on 1 November 2019. Valid Applications must be received before that time. Please read the instructions in this Prospectus and on the accompanying Application Form regarding the subscription for Securities under the SPP Offer.

The Placement Option Offer is currently expected to close at 5.00pm (AEDT) on 1 November 2019. Valid Applications must be received before that time. Please read the instructions in this Prospectus and on the accompanying Placement Option Application Form regarding the acceptance of your New Options under the Placement Option Offer.

THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.

AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE IN NATURE.

IMPORTANT INFORMATION

General

This Prospectus is dated, and was lodged with ASIC on, 21 October 2019.

Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the New Shares offered under this Prospectus.

No application will be made for the New Options to be quoted on the ASX.

A copy of this Prospectus is available for inspection at the registered office of the Company at Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (refer to Sections 9.1 and 9.14).

This Prospectus is also available electronically at <https://BidEnergyOffer.thereachagency.com>

No person or entity is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

Application Forms

The Application Forms accompanying this Prospectus are important.

Application for New Securities under the Offers can only be submitted on an Application Form sent with a copy of this Prospectus by the Company via post, email or online at <https://BidEnergyOffer.thereachagency.com>.

If acceptance is by BPAY® there is no need to return an Application Form.

The SPP Application Form sets out how Eligible Shareholders may participate in the SPP Offer. Please refer to the instructions in Section 6 regarding your acceptance of the Offer and completion of the SPP Application Form.

The Placement Option Application Form sets out how to participate in the Placement Option Offer. Please refer to the instructions in Section 6 regarding the acceptance of the Placement Option Offer.

By making an application for New Securities under the Offers in accordance with the instructions set out in Section 6, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the applicable Offer detailed in this Prospectus.

Eligibility

Eligible Shareholders under the SPP Offer are those Shareholders who, on the Record Date, held Shares and had a registered address in Australia or New Zealand.

Eligible Shareholders can only accept the SPP Offer by completing and returning the personalised SPP Application Form accompanying this Prospectus. The personalised SPP Application Form sets out an Eligible Shareholder's entitlement to participate in the SPP Offer.

Placement Participants are those Shareholders who participated in the Placement announced to the ASX by the Company on 7 October 2019. Placement Participants can only take up New Options by completing and returning the personalised Placement Option Application Form accompanying this Prospectus. The personalised Placement Option Application Form sets out a Placement Participant's entitlement to participate in the Placement Option Offer.

Overseas Shareholders

This Prospectus does not, and is not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

The SPP Offer is not being extended, and Securities will not be issued under the SPP Offer, to Shareholders with a registered address which is outside Australia or New Zealand. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than New Zealand) having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the SPP Offer to existing Shareholders in any jurisdiction other than Australia and New Zealand.

The Placement Option Offer is being made only to those persons who have participated in the Placement, being located in Singapore and Australia.

The distribution of this Prospectus in jurisdictions outside the above jurisdictions is restricted by law and persons outside of those jurisdictions should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Nominees and custodians may not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia except where the Company has determined it is lawful and practical to make the Offers and provided its written consent.

New Zealand

The New Securities are not being offered 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 these securities is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has been prepared in compliance with Australian law and 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.

Singapore

The New Securities are not being offered to the public within Singapore other than to a person that is (or is acting on behalf of a person that is) an "institutional investor" (as such term is defined in the *Securities and Futures Act of Singapore (SFA)*) where such person will acquire the Securities in accordance with applicable provisions of the SFA (including any applicable selling restrictions) set out in the SFA.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any Singaporean regulatory authority.

Continuously Quoted Securities

In preparing this Prospectus, regard has been given to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information which would be included in a prospectus for an initial public offering.

Exposure Period

No exposure period applies to the Offers. The Company's Shares are admitted to quotation on the ASX. No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

Speculative Investment

An investment in the New Securities should be considered highly speculative. Refer to Section 7 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Securities.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for Securities have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that the New Securities will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the Securities in the future.

Forward-looking Statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 7. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The pro forma financial information provided in this Prospectus is for illustrative purposes only and is not represented as being indicative of the Company's view on its future financial condition and/or performance.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

Diagrams

Any diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AEDT, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 11.

Enquiries

If you have any questions in relation to the Offers, please contact your stockbroker, solicitor, accountant or other professional adviser.

If you have questions in relation to the calculation of your right to subscribe for Securities under the SPP Offer, how to complete an Application form or how to subscribe, please call the Offer Information Line on the phone number set out below:

Within Australia: 1300 850 505 (local call cost).

Outside Australia: +61 3 9415 4000.

The Offer Information Line is open between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP Offer Period.

CORPORATE DIRECTORY

Directors

Mr Andrew Dyer	Chairman
Mr Guy Maine	Managing Director
Mr Geoffrey Kleemann	Non-Executive Director
Ms Leanne Graham	Non-Executive Director

Lawyers to the Offer

Lander & Rogers
Level 12, 600 Bourke Street
Melbourne, VIC 3000

Company Secretary

Ms Erlyn Dale

Registered Office

Suite 5 CPC, 145 Stirling Highway
Nedlands WA 6009
Tel: +61 8 9389 3110
Fax: +61 8 9389 3199
Email: info@bidenergy.com
Website: <http://www.bidenergy.com>

Share Registry

Computershare Investor Services Pty Limited
Address: Level 11, 172 St Georges Terrace, Perth, WA, 6000
Tel: 1300 850 505 (within Australia)
Tel: +61 3 9415 4000 (outside Australia)

ASX Listing

The Company is listed on the ASX with the ticker code: BID

INDICATIVE TIMETABLE FOR SPP OFFER

Event	Date
Record date (at 5.00pm)	4 October 2019
SPP Offer announced	7 October 2019
Lodgement of Prospectus with ASIC and ASX	21 October 2019
SPP Offer opens	21 October 2019
Prospectus and SPP Application Form dispatched to Eligible Shareholders	23 October 2019
Prospectus and Placement Option Application Form dispatched to Placement Participants	
SPP Offer and Placement Option Offer Closing Date (at 5.00pm)	1 November 2019
Notification of results of SPP	6 November 2019
Issue of New Shares and New Options under SPP Offer	7-8 November 2019
Anticipated trading of New Shares on ASX commences	8 November 2019
Settlement / allotment of related party SPP tranches (if any)	28 November 2019

All times are AEDT. The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Securities. The Directors also reserve the right not to proceed with the whole or part of the Offers at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

LETTER FROM THE CHAIRMAN

Dear Shareholder

On behalf of the Board, I am pleased to present this Prospectus for BidEnergy Limited's (**BidEnergy** or the **Company**) SPP Offer and Placement Option Offer.

As announced to the ASX on 7 October 2019, the Company is pleased to offer Eligible Shareholders the opportunity to participate in the SPP Offer with the opportunity to subscribe for an amount of up to \$30,000 of New Shares. Eligible Shareholders will also receive one attaching New Option, at no additional cost, for every New Share issued to the Shareholder under the SPP Offer.

The SPP Offer terms are consistent with the Placement announced to the ASX on 7 October 2019, under which the Company raised \$5.075 million through the issue of 8,750,001 New Shares at \$0.58 on 14 October 2019. Placement Participants are also entitled to receive one attaching New Option, at no additional cost, for every New Share subscribed for under the Placement. Participants are to acquire their entitlement to New Options under the Placement by completing and lodging a Placement Option Application Form.

Funds raised from the Placement and the SPP Offer will be used to:

- accelerate the Company's expansion into the UK;
- accelerate further development of the Company's robotic process automation (**RPA**) platform for the UK and USA markets;
- increase investment in sales and marketing in Australia and USA;
- general working capital; and
- fund the expenses of making and completing the offer

The Company and its operations, and consequently an investment in the Company, are subject to various risks, both current and in the future, as well as known and unknown. The Company is a developer and marketer of new technology which requires commercialisation. As such, the Company's products and services are subject to development and adoption risk as well as the risk of competing technologies. Please refer to Section 7 for further information on risks associated with an investment in the Company.

Further information about the Group and its operations is contained in publicly available documents lodged by the Company with ASIC and ASX. This Prospectus should be read in conjunction with this material.

Accompanying this Prospectus is your personalised SPP Application Form or Placement Option Application Form. Please refer to Section 6 for further information on how to subscribe under this SPP Offer.

If you have any questions, please call the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP Offer Period.

In closing, thank you for considering the enclosed SPP Offer and Placement Option Offer. We greatly appreciate your continued support and interest in BidEnergy.

Yours faithfully



Andrew Dyer
Chairman

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1. Investment Overview

Topic	Summary	Further information
What is the SPP Offer?	An offer for Eligible Shareholders at the Record Date to subscribe for up to \$30,000 worth of SPP Shares at an issue price of \$0.58. Each New Share subscribed for and issued will be accompanied by a free attaching New Option.	Section 3.1
What is the Placement Option Offer?	The offer to issue Placement Options is a separate offer made pursuant to this Prospectus. Under this Prospectus, the Company offers to issue up to 8,750,001 New Options to Placement Participants, on the basis of one free attaching New Option for every New Share subscribed for and issued under the Placement.	Section 3.7
What is the Placement?	<p>The Placement is a placement of New Shares and New Options to certain sophisticated and professional investors as announced to the ASX on 7 October 2019. The Placement was concluded on 14 October 2019, raising \$5.075 million through the issue of 8,750,001 New Shares at an issue price of \$0.58 per New Share.</p> <p>In accordance with the terms of the Placement, Placement Participants are also entitled to subscribe for up to 8,750,001 New Options under this Prospectus, on the basis of one free attaching New Option for every New Share subscribed for and issued under the Placement.</p>	Section 2.3
What is the purpose of the SPP Offer?	<p>The purpose of the SPP Offer is to raise up to \$1.5 million (before costs).</p> <p>The funds raised from the SPP Offer will be used to:</p> <ul style="list-style-type: none"> • Accelerate the Company's expansion into the UK; • Accelerate further development of the Company's RPA platform for the UK and USA markets; • Increase investment in sales and marketing in Australia and USA; • Fund general working capital requirements; and • Fund the costs of the Offers. 	Section 2.4

Topic	Summary	Further information
What is the Strategic Plan?	<p>BidEnergy has adopted an accelerated growth plan with a goal to expand usage of its innovative RPA platform to over 1 million meters operating in multiple countries, across many product verticals and through varied sales channels in order to be the utility and bill spend manager of choice, globally.</p> <p>To achieve this goal, the Company intends to focus on:</p> <ul style="list-style-type: none"> • achieving accelerated growth in existing and new markets via new sales channels; • expanding into new markets, specifically the UK and USA, and eventually into Europe and parts of Asia; • growing USA rebate revenues through renewed sales focus, marketing and customer targeting, whilst continuing to cross sell into energy spend management and energy procurement; • increasing developer headcount to continue the drive for improvement on automation fundamentals within the business and stay well ahead of any competition; • delivering on and increasing upsell programs with existing customers via additional platform services; • extending product verticals such as managing bills for gas, water, council rates, taxes and other potential new verticals into existing and new geographies; and • delivering on the self-service and concierge opportunities through trusted brands to target the large-scale small business and franchisee market. 	Section 2.2
Who can participate in the SPP Offer?	The SPP Offer is being extended to Eligible Shareholders on the Record Date with a registered address in Australia or New Zealand.	Section 3.1, 3.15
Who can participate in the Placement Option Offer?	The Placement Option Offer is only extended to Placement Participants.	Section 3.7
What is the effect of the Offers on control of the Company?	<p>If Shareholders do not participate in the SPP Offer, Shareholders may have their shareholding diluted by up to a maximum of 2%.</p> <p>Irrespective of the level of acceptance by Shareholders of their SPP Offers, there will only be a marginal (being, less than 1%) effect on the ownership interests and Voting Power held by the Company's major shareholders.</p>	Section 4
What are key risks associated with an investment in the Company?	<p>Some of the key risks of investing in the Company are detailed below. The list of risks is not exhaustive and further details of these risks and other risks associated with an investment in the Company are detailed in Section 7.</p> <p>In undertaking its business activities, the Company will be exposed to risks, which include, but are not limited to:</p> <ul style="list-style-type: none"> • risks associated with entering new and unknown markets • new developments in technology that may supersede or render the Company's products obsolete. • risks associated with acceptance of the Company's products by clients 	Section 7

Topic	Summary	Further information
	<ul style="list-style-type: none"> • failure to renew existing contracts or win new contracts • failure to properly understand client requirements and client demand • ability to manage growth effectively • reliance on key management personnel • ability to establish and maintain additional strategic relationships • product failures • future capital requirements • risks associated with lack of performance by counterparties to contracts • unauthorised use of the Company's intellectual property • liability claims arising from use of Company products and services • risks associated with market awareness and reputation of Company's brand • inadequate insurance coverage for future claims • technology and infrastructure capacity constraints • industry competition • industry regulatory risks • activities of fraudulent parties • general risks associated with investments in securities and share markets • risks associated with shares that may not be liquid • economic risks • risks associated with a change in the Australian International Financial Reporting Standards • risks associated with a change in tax laws 	
What is the effect of the Offers on the Company?	<p>The maximum number of Securities that will be issued under the SPP Offer is 2,586,207 New Shares and 2,586,207 New Options.</p> <p>Under the Placement Option Offer, a maximum of 8,750,001 New Options will be issued.</p>	<p>Sections 3.1 & 5.1</p> <p>Sections 3.7 & 5.1</p>
Is the SPP Offer subject to a minimum subscription?	No.	Section 3.3
Can I subscribe for more than the maximum amount under the SPP Offer?	No. The maximum amount of New Shares you may apply for under the SPP Offer is \$30,000 (plus free attaching New Options on a one for one basis).	Section 3.3
Is the SPP Offer underwritten?	No	Section 3.4
What has been the response to the SPP Offer by major Shareholders?	Major shareholders have not commented on the SPP and have not indicated whether they would be participating in the SPP Offer.	Section 4.2

Topic	Summary	Further information
What are the terms of the New Options	<p>The New Options have an exercise price of \$0.75 and will expire on the date that is 12 months after the Options are issued.</p> <p>The terms and conditions of the New Options are detailed in Section 8.2.</p>	Section 8.2
How do I subscribe for New Shares under the SPP Offer?	<p>All Eligible Shareholders are entitled to participate in the SPP Offer.</p> <p>If you wish to subscribe for Securities under the SPP Offer, you must complete your SPP Application Form that accompanies this Prospectus and send it to the Share Registry together with payment by cheque, bank draft or money order or follow the instructions to pay via BPAY®.</p>	Sections 6.1 & 6.5
Can I sell or transfer my offer under the SPP Offer?	No, the Offers are non-renounceable, which means that Eligible Shareholders who do not wish to subscribe for all or a portion of their Offer may not sell their rights under the Offer (in which case those rights under the Offer will be forfeited).	Section 3.2
Enquiries concerning Prospectus	Enquiries relating to this Prospectus should be directed to the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).	Section 3.20

2. Company Overview

2.1 Overview

BidEnergy is an Australian-based technology company with offices in Australia, the USA and UK. BidEnergy's cloud-based platform offers a complete 'utility spend' management solution that combines intelligent automation and industry expertise to help multi-site businesses minimise cost while maximising their control over the complex utility spend category.

Unlike manual consulting and business services, the platform automates the management of every component of the process for multi-site companies. By automatically capturing and validating invoices and meter data, BidEnergy clients can streamline their accounting and payments processes, go to market at short notice to optimise their supply contracts and reduce billing charges using sophisticated analytics and reporting.

2.2 Strategic Plan

BidEnergy has adopted an accelerated growth plan with a goal to expand usage of its innovative RPA platform to over 1 million meters operating in multiple countries, across many product verticals and through varied sales channels in order to be the utility and bill spend manager of choice, globally.

To achieve this goal, the Company intends to focus on:

- a) achieving accelerated growth in existing and new markets via new sales channels;
- b) expanding into new markets, specifically the UK and USA, and eventually into Europe and parts of Asia;
- c) growing USA rebate revenues through renewed sales focus, marketing and customer targeting, whilst continuing to cross sell into energy spend management and energy procurement;
- d) increasing its developer headcount to continue the drive for improvement on automation fundamentals within the business;
- e) delivering on and increasing upsell programs with existing customers via additional platform services;
- f) extending product verticals such as managing bills for gas, water, council rates, taxes and other potential new verticals into existing and new geographies; and
- g) delivering on the self-service and concierge opportunities through trusted brands to target the large-scale small business and franchisee market.

2.3 Funding

(a) Placement

The Placement is a placement of New Shares and New Options to certain sophisticated and professional investors as announced to the ASX on 7 October 2019. The Placement was concluded on 14 October 2019 raising \$5.075 million through the issue of 8,750,001 New Shares at an issue price of \$0.58 per New Share.

In accordance with the terms of the Placement, Placement Participants are also entitled to subscribe for up to 8,750,001 New Options under this Prospectus, on the basis of one free attaching New Option for every New Share subscribed for and issued under the Placement.

(b) **SPP Offer**

The SPP Offer will raise up to \$1.5 million on the same terms as the Placement.

(c) **Additional financing**

The Board reserves the right to accept and allocate oversubscriptions under the SPP in its absolute discretion.

2.4 Use of funds

Funds raised will be used:

- (a) to accelerate the Company's expansion into the UK;
- (b) to accelerate further development of the Company's RPA platform for the UK and USA markets;
- (c) to increase investment in sales and marketing in Australia and USA;
- (d) for general working capital requirements; and
- (e) for the expenses of the Offers.

Use of funds	
UK expansion ¹	\$300,000
Development of RPA Platform (USA and UK) ²	\$400,000
Increased sales and marketing investment ³	\$400,000
Working Capital ⁴	\$300,000
Cost of funds raised ⁵	\$100,000
Total Funds Raised	\$1,500,000

1. Funds to be applied for UK expansion include increase in UK employees and further investment in marketing

2. Funds to be applied towards ongoing product development in UK and USA markets

3. Additional sales and marketing employees and related costs in Australia and the USA for further expansion in these markets

4. Working capital includes but is not limited to the Company's administration and overhead costs, and includes auditing and accounting, insurance, legal, share registry, ASX, corporate advisory, and office lease costs.

5. Cost of funds raised include capital raise management fees, legal fees, ASX, and share registry fees (see section 9.10)

The above table is a statement of the Companies current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstance have the potential to affect the Company's decisions. The Board reserves the right to alter the way funds are applied.

Any shortfall in funds raised under the SPP will be applied first to reduce working capital, and if required further as the Company considers appropriate at the time of receipt of funds. Any additional funds raised in excess of \$1,500,000 under the SPP will be considered at the time where applications are received over and above this amount.

3. Details of the Offers

3.1 SPP Offer

The SPP Offer is an offer for Eligible Shareholders at the Record Date to subscribe for up to \$30,000 worth of SPP Shares at an offer price of \$0.58 without paying any brokerage or other charges. This represents a 4.4% discount to 5-day VWAP at the Record Date. Each New Share subscribed for and issued will be accompanied by a free attaching New Option.

Under this Prospectus, Eligible Shareholders, being Shareholders on the Record Date with a registered address in Australia or New Zealand are eligible to participate in the SPP Offer.

As at the date of this Prospectus, the Company has on issue:

Class	Number
Shares	125,028,338
Options	6,449,829
Performance Rights	438,401
Restricted Share Units	1,073,000

Approximately 2,586,207 New Shares and 2,586,207 New Options may be issued under the SPP Offer (subject to rounding).

Where the determination of the number of Securities an Eligible Shareholder may subscribe for under the SPP Offer results in a fraction of a New Security, such fraction will be rounded up to the nearest whole New Security.

All of the New Shares will rank equally with the Shares on issue at the date of this Prospectus. All Shares issued on the conversion of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 8.1 for a summary of the rights attaching to New Shares. Refer to Section 8.2 for a summary of the rights attaching to New Options.

The SPP Offer is being in accordance with this Prospectus and the SPP Plan Rules, a copy of which is available from the Company by request and found online at <https://BidEnergyOffer.thereachagency.com>.

3.2 Rights Trading

The rights under the SPP Offer are non-renounceable, which means that Eligible Shareholders who do not wish to accept all or a portion of their Offer cannot sell their rights under the SPP Offer.

3.3 Minimum and maximum subscription

There is no minimum subscription for the SPP Offer.

The maximum amount of New Shares you may apply for under the SPP Offer is \$30,000.

3.4 Underwriting

The Offer is not underwritten.

3.5 Opening and closing dates - SPP Offer

The Company will accept Applications in respect of the SPP Offer from Applicants from the Opening Date until 5.00pm (AEDT) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

Please note that payment made by BPAY® must be received no later than 5.00pm (AEDT time) on the Closing Date. It is the responsibility of all Applicants to ensure that their BPAY® payments are received by the Company on or before the Closing Date.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date of the SPP Offer without prior notice. If a Closing date is varied, subsequent dates may also be varied accordingly.

3.6 Scale-back and increase in the SPP Offer size

If applications for New Shares under the SPP Offer exceed \$1.5 million, the Company may, in its absolute discretion, allocate to you less than the number of New Shares you have applied for (ie "scale-back" the number allocated to you). If there is a scale-back, the Company shall apply the scale-back on a proportional basis.

If there is a scale-back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Offer Price, will be refunded to you.

If a scale-back produces a fractional number of Securities when applied to your parcel, the number of Securities you will be allotted will be rounded up to the nearest whole number of SPP Shares and Options.

While the Company is seeking to raise up to \$1,500,000 under the SPP, the Company reserves the absolute discretion to raise more than this amount by accepting oversubscriptions received under the SPP.

3.7 Placement Option Offer

The offer to issue Placement Options is a separate offer made pursuant to this Prospectus.

Under this Prospectus, the Company offers to issue up to 8,750,001 New Options to Placement Participants on the basis of one New Option for every New Share issued to the Placement Participant under the Placement (**Placement Option Offer**).

The Placement Options will have the same rights as the New Options as detailed in Section 8.2.

Placement Shares will be allocated to Placement Participants who complete a Placement Option Application Form in the ratio noted above. No additional funds are required to be paid by Placement Participants, and no funds will be raised by the Company under the Placement Option Offer. The Company will accept Placement Option Application Forms in respect of the Placement Option Offer from Applicants from the Opening Date until 5.00pm (AEDT) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

3.8 Risks of the Offers

As with any securities investment, there are risks associated with investing in the Company. However, having regard to the matters detailed in Section 2.4 and the risks applicable to the Company and its business detailed in Section 7, Applicants should be aware that an investment in the Securities offered under this Prospectus should be considered highly speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, Applicants should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company (detailed in Section 7),

and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

3.9 Application Forms and BPAY® Payments

Acceptance of a completed Application Form, or alternatively, a BPAY® payment, by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Application Forms do not need to be signed to be a binding acceptance of Securities.

If an Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

A personalised SPP Application Form will be issued to the Eligible Shareholders together with a copy of this Prospectus.

A personalised Placement Option Application Form will be issued to the Placement Participants together with a copy of this Prospectus.

3.10 Issue and Dispatch

All Securities under the Offers are expected to be issued on or before the dates specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in Securities. Applicants who sell Securities before they receive their holding statements will do so at their own risk.

3.11 Application Monies held on trust

All Application Monies will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Securities are issued. All Application Monies will be returned (without interest) if the New Securities are not issued.

3.12 ASX quotation

Application will be made to ASX no later than seven days after the date of this Prospectus for Official Quotation of the New Shares offered under this Prospectus.

If ASX does not grant Official Quotation of the New Shares within three months after the date of this Prospectus (or such period as the ASX allows), no New Shares will be issued or allotted under the SPP Offer and the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Securities.

3.13 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

3.14 CHES

The Company participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Securities.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

3.15 Ineligible Shareholders

The SPP Offer is not being extended to any Shareholders whose registered address is outside Australia or New Zealand (**Ineligible Shareholders**).

The Company is of the view that it is unreasonable to make the SPP Offer to Shareholders outside Australia and New Zealand due to a small number of such Shareholders and the number and value of New Shares these Shareholders would be offered, the cost of complying with applicable regulations in such other jurisdictions and the administrative burden that will place on the Company in making the Offers available to Shareholders in those other jurisdictions.

This Prospectus and accompanying Application Forms do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such Offers.

Shareholders resident in Australia and New Zealand, holding Shares on behalf of persons who are resident overseas are responsible for ensuring that subscribing for shares under the SPP Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed SPP Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3.16 Nominees and custodians

Nominees and custodians may not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offers.

3.17 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. Applicants should consult their own professional tax adviser to obtain advice in relation to the taxation laws, regulations and implications applicable to their personal circumstances.

3.18 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2019 is contained in the Annual Report which is available on the Company's website at <http://www.bidenergy.com>.

A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2018 is contained in the Half Yearly Report which is available on the Company's website at <http://www.bidenergy.com>.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report for the year ended 30 June 2019 with ASX on 27 September 2019 are detailed in Section 9.1.

Copies of these documents are available free of charge from the Company or the Company's website: <http://www.bidenergy.com>. Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

3.19 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on an Application Form, the Company may not accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

3.20 Enquiries concerning Prospectus

Any questions in relation to this Prospectus or the Application Forms should be directed to the Share Registry:

Computershare Investor Services Pty Limited
Address: Level 11, 172 St Georges Terrace, Perth, WA, 6000
Tel: 1300 850 505 (within Australia)
Tel: +61 3 9415 4000 (outside Australia)

4. Effect on control

4.1 Dilution

Shareholders should note that if they do not participate in the SPP Offer, their holdings will be diluted. Examples of how the dilution may impact Shareholders are detailed in the table below:

Shareholder	Shareholding as at Record Date	% at Record Date	Offer to subscribe for Shares under the SPP Offer	Shareholdings if SPP Offer not taken up	% post SPP Offer ⁽¹⁾⁽²⁾
Shareholder 1	1,000,000	0.86%	51,725	1,000,000	0.82%
Shareholder 2	5,000,000	4.30%	51,725	5,000,000	3.96%
Shareholder 3	10,000,000	8.60%	51,725	10,000,000	7.88%
Shareholder 4	30,000,000	25.80%	51,725	30,000,000	23.55%
Shareholder 5	60,000,000	51.60%	51,725	60,000,000	47.06%

Notes:

- (1) The dilutionary effect shown in the table is the maximum percentage. If less than \$1.5 million is raised under the SPP Offers, the dilution effect for each Shareholder not accepting their SPP Offer would be a lesser percentage.
- (2) The table also does not address the potentially dilutionary effect of the New Options to be issued under the SPP Offer or Placement Option Offer as they do not have an effect on Voting Power effect until they are in fact exercised in the future.

4.2 Effect on the control of the Company

As at the date of this Prospectus, the Company has the following substantial Shareholders:

Substantial Shareholder	Number of Shares	Voting Power (%)
Auction Design Pty Ltd <Du Preez Family A/c>	6,833,684 ¹	5.47%
TIGA Trading Pty Ltd (and associated entities)	6,442,324 ²	5.15%

1. Number of Shares is as per the Company's register as at the date of this Prospectus.
2. Number of Shares is as per the Form 603 lodged with ASX on 1 May 2019.

Neither of the above substantial Shareholders nor any of the other major shareholders have commented on the SPP and have not indicated whether they would be participating in the SPP Offer.

The following tables show the number of Shares held by, and approximate voting power of, the substantial Shareholder after completion of the SPP Offer, assuming different levels of acceptances by Eligible Shareholders and assuming the Substantial Shareholders do not apply for New Shares under the SPP Offer.

(a) **SPP Offer is fully subscribed**

Substantial Shareholder	Date of Prospectus		SPP Offer at \$1.5 million	
	Number of Shares	Voting Power (%)	Number of Shares	Voting Power (%) ⁽¹⁾⁽²⁾
Auction Design Pty Ltd <Du Preez Family A/c>	6,833,684	5.47%	6,833,684	5.35%
TIGA Trading Pty Ltd (and associated entities)	6,442,324	5.15%	6,442,324	5.05%

Notes:

- (1) The dilutionary effect shown in the table is the maximum percentage. If less than \$1.5 million is raised under the SPP Offers, the dilution effect for each Shareholder not accepting their SPP Offer would be a lesser percentage.
- (2) The table also does not address the potentially dilutionary effect of the New Options to be issued under the SPP Offer or Placement Option Offer as they do not have an effect on Voting Power until they are in fact exercised in the future.

(b) **SPP Offer is not fully subscribed (various levels)⁽¹⁾**

Substantial Shareholder	\$1,125,000 raised under SPP Offer		\$750,000 raised under SPP Offer		\$375,000 raised under SPP Offer		\$0 raised under SPP Offer	
	Number of Shares	Voting Power (%)	Number of Shares	Voting Power (%)	Number of Shares	Voting Power (%)	Number of Shares	Voting Power (%)
Auction Design Pty Ltd <Du Preez Family A/c>	6,833,684	5.38%	6,833,684	5.41%	6,833,684	5.44%	6,833,684	5.47%
TIGA Trading Pty Ltd (and associated entities)	6,442,324	5.07%	6,442,324	5.10%	6,442,324	5.13%	6,442,324	5.15%

Notes:

- (1) The table also does not address the potentially dilutionary effect of the New Options to be issued under the SPP Offer or Placement Option Offer as they do not have an effect on Voting Power until they are in fact exercised in the future.

The information above assumes that the substantial Shareholder will not acquire or dispose of a relevant interest in any Shares after the date of this Prospectus but before the Record Date, except as otherwise provided for in this Prospectus.

(c) **Effect on control**

Irrespective of the level of acceptance by Shareholders of their SPP Offers, there will only be a marginal (being, less than 1%) effect on the ownership interests and Voting Power held by the Company's major shareholders.

5. Effect of the Offers

5.1 Capital structure on completion of the Offers

On the basis that the Company completes the Offers, the Company's capital structure will be as follows:

	Number of Shares	Number of Options	Number of Performance Rights	Number of Restricted Share Units
Balance as at the Record Date	116,278,337	6,449,829	438,401	1,073,000
Placement	8,750,001	8,750,001	-	-
SPP Offer ⁽¹⁾	2,586,207	2,586,207	-	-
TOTAL	127,614,545	17,786,037	438,401	1,073,000

Notes:

(1) Assuming all SPP Offers are accepted under the SPP Offer and ignoring variations due to rounding.

5.2 Pro-forma statement of financial position

Set out on the following pages are the Company's Consolidated Statement of Financial Position as at 30 June 2019 (audited) and the Company's Pro-Forma Consolidated Statement of Financial Position as at 30 June 2019 (unaudited) (**Statements**).

The Statements are presented in abbreviated form insofar as they do not include all the disclosures that are present in annual financial reports as required by Australian Accounting Standards. The significant accounting policies that underpin the Statements are the same policies as those outlined in the Company's Annual Report for the year ended 30 June 2019.

The Pro-Forma Statement of Financial Position has been prepared on the basis that there are no material movements in the assets and liabilities of the Company between 30 June 2019 and the completion of the Offers except for:

- (a) the Placement, the issue of 8,750,001 New Shares at \$0.58 each to raise up to A\$5.075 million (before associated costs) and 8,750,001 New Options;
- (b) the SPP Offer, the issue of 2,586,207 New Shares at \$0.58 each (subject to rounding) to raise up to \$1.5 million (before associated costs) and 2,586,207 New Options; and
- (c) estimated costs and fees of the Offers of \$100,000.

The accounting policies adopted in the preparation of the pro forma balance are consistent with the accounting policies adopted and described in the Company's Financial Report for the year ended 30 June 2019 and should be read in conjunction with that Financial Report.

No allowance has been made for expenditure incurred in the normal course of business from the date of this Prospectus to the Closing Date.

**PRO-FORMA CONSOLIDATED STATEMENT OF
FINANCIAL POSITION AS AT 30 JUNE 2019**

	30 June 2019 (audited) ⁽¹⁾ \$	Share Placement \$	SPP⁽¹⁾ \$	Pro forma Statement (unaudited) ⁽¹⁾ \$
Assets				
Current assets				
Cash and cash equivalents	4,198,978	4,795,000	1,400,000	10,393,978
Trade and other receivables	287,745	-	-	287,745
Financial assets at amortised cost	37,500	-	-	37,500
Other current assets	662,971	-	-	662,971
Total current assets	5,187,194	4,795,000	1,400,000	11,382,194
Non-current assets				
Property, plant and equipment	40,514	-	-	40,514
Intangibles	2,198,309	-	-	2,198,309
Other	70,008	-	-	70,008
Total non-current assets	2,308,831	-	-	2,308,831
Total assets	7,496,025	4,795,000	1,400,000	13,691,025
Liabilities				
Current liabilities				
Trade and other payables	748,090	-	-	748,090
Employee benefits	317,362	-	-	317,362
Other	182,162	-	-	182,162
Total current liabilities	1,247,614	-	-	1,247,614
Non-current liabilities				
Deferred tax liabilities	165,719	-	-	165,719
Employee benefits	92,793	-	-	92,793
Total non-current liabilities	258,512	-	-	258,512
Total liabilities	1,506,126	-	-	1,506,126
Net assets	5,989,899	4,795,000	1,400,000	12,184,899
Equity				
Issued capital	25,797,430	4,795,000	1,400,000	31,992,430
Reserves	3,714,150	-	-	3,714,150
Accumulated losses	(23,521,681)	-	-	(23,521,681)
Total equity	5,989,899	4,795,000	1,400,000	12,184,899

Notes:

(1) Refer to the Company's Annual Report for the year ended 30 June 2019 for further details.

(2) These adjustments assume \$1.5 million is raised, and that the Company will incur expenses of \$100,000, under the SPP

(3) This pro forma statement demonstrates the Company's financial position immediately after the Share Placement and the SPP

6. Action required by Applicants

6.1 What Eligible Shareholders may do

Your eligibility to participate in the SPP Offer will be determined on the Record Date. The number of New Shares and New Options to which an Eligible Shareholder is entitled to is shown on the accompanying personalised SPP Application Form. Eligible Shareholders may:

- (a) accept all of their Offer (refer to Section 6.2);
- (b) accept a proportion of their Offer and allow the balance to lapse (refer to Section 6.3); or
- (c) not take up their Offer (refer to Section 6.4).

If you are an Eligible Shareholder and wish to subscribe for all or part of the maximum amount under the SPP Offer:

- (a) carefully read this Prospectus in its entirety;
- (b) consider the risks associated with an investment in the Company (refer to Section 7) in light of your personal circumstances;
- (c) complete the relevant personalised SPP Application Form in accordance with the instructions contained in this Prospectus and detailed in the accompanying SPP Application Form; and
- (d) return the completed SPP Application Form together with the Application Monies in accordance with Section 6.5, so that it is received by no later than 5.00pm (AEDT) on the Closing Date.

6.2 Subscription for the maximum amount of shares under the SPP Offer

If you wish to subscribe for the maximum amount of New Shares under the SPP Offer, then applications for New Securities must be made on the accompanying SPP Application Form in accordance with the instructions in this Prospectus and on the SPP Application Form. Please read the instructions carefully.

Please return the completed SPP Application Form, together with the Application Monies (in full), in accordance with Section 6.5.

6.3 Subscription for an amount less than the maximum amount of New Shares under the SPP Offer

If you wish to subscribe for an amount less than the maximum amount of New Shares under the SPP Offer, complete the personalised SPP Application Form in accordance with the instructions referred to in this Prospectus and the instructions detailed on the form, including the number of New Securities you wish to accept and the applicable Application Monies (calculated at \$0.58 cents per New Share accepted). Please read the instructions carefully.

Please return the completed SPP Application Form, together with the applicable Application Monies, in accordance with Section 6.5.

If you take no further action, you will have forfeited any potential benefit to be gained from subscribing for Securities under the SPP Offer.

6.4 No subscription for New Shares under the SPP Offer

If you do not wish to subscribe for shares under the SPP Offer, you are not obliged to do anything. You will receive no benefit or New Securities and the securities you are eligible to subscribe for will not be issued.

The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to subscribe for any shares under the SPP Offer.

6.5 Payment and delivery

The offer price of New Shares under the SPP Offer is \$0.58 cents per New Share. For every New Shares issued, you will receive one New Option for no additional consideration.

For Eligible Shareholders participating in the SPP Offer, Application Monies must be received by the Company by 5.00pm on the Closing Date.

Completed SPP Application Forms must be:

- (a) submitted online at **<https://BidEnergyOffer.thereachagency.com>** after completing the application details and a payment is made for the appropriate amount via BPAY in accordance with the instructions given on that website; or
- (b) paid via BPAY in accordance with the instructions on the Application Form so that it is received prior to the Closing Date. If you pay by BPAY, there is no need to return your Application Form; or
- (c) accompanied by a cheque, bank draft or money order drawn in Australian dollars, made payable to 'BidEnergy Limited' and crossed 'Not Negotiable' and delivered to ***Computershare Investor Services Pty Ltd at GPO Box 505 Melbourne Victoria 3001 Australia;***

by no later than 5.00pm on the Closing Date.

Eligible Shareholders participating in the SPP Offer, and who wish to pay via BPAY® must follow the instructions on the SPP Application Form. You will be deemed to have accepted all or part of the SPP Offer (as applicable) upon receipt of the BPAY® payment by the Company.

If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and it is the responsibility of Eligible Shareholders to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® detailed in the SPP Application Form and you will not need to return the SPP Application Form.

The Company shall not be responsible for any postal or delivery delays, or delay in the receipt of the BPAY® payment.

6.6 Placement Option Offer

The offer to issue Placement Options is a separate offer made pursuant to this Prospectus.

Placement Options will be allocated to Placement Participants who complete the personalised Placement Option Application Form. No additional funds are required to be paid by Placement Participants under the Placement Option Offer.

The Company will accept Placement Option Application Forms in respect of the Placement Option Offer from Applicants from the Opening Date until 5.00pm (AEDT) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

Applicants for Placement Options should complete the Placement Option Application Form in accordance with the instructions detailed on the form and return the completed Placement Option Application Form to the Company's Share Registry at corpactprocessing@computershare.com.au.

6.7 Representations by Applicants

By completing and returning an Application Form and/or paying any Application Monies by BPAY®, in addition to the representations set out elsewhere in this Prospectus and the Application Form, you:

- (a) if participating in the SPP Offer, represent to the Company that you are an Eligible Shareholder;
- (b) if participating in the Placement Option Offer, represent to the Company that you are a Placement Participant;
- (c) acknowledge that you have received a copy of this Prospectus and an accompanying Application Form, and read them both in their entirety;
- (d) agree to be bound by the terms of the respective Offer, the provisions of this Prospectus and the Constitution;
- (e) authorise the Company to register you as the holder(s) of the New Securities allotted to you;
- (f) declare that all details and statements in the Application Form are complete and accurate;
- (g) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (h) acknowledge that once the Application Form is returned, and/or BPAY® payment instruction is given in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law;
- (i) if participating in the SPP Offer, agree to accept and be issued up to the number of New Shares specified in the Application Form at the issue price of \$0.58 per New Share;
- (j) agree to accept and be issued up to the number of New Options specified in the Application Form;
- (k) authorise the Company and its respective officers or agents to do anything on your behalf necessary for the New Securities to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (l) if participating in the SPP Offer, declare that you were the registered holder at 5.00pm on the Record Date of the Shares indicated on your personalised SPP Application Form as being held by you at 5.00pm on the Record Date and that you are resident in Australia or New Zealand and not a US Person;
- (m) acknowledge the statement of risks in Section 7 and that an investment in the Company is subject to risk; and
- (n) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Application Form, nor does it prohibit you from accepting New Shares and that if you participate in the SPP Offer, that you are eligible to do so.

6.8 Brokerage

No brokerage or stamp duty is payable by Eligible Shareholders who subscribes for New Shares under the SPP Offer.

6.9 Enquiries concerning the SPP Offer

If you have any questions in relation to your subscription under the SPP Offer, please contact the Share Registry by telephone on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

7. Risks

The New Securities are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Securities.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. These risks may be outside the control of the Company or the Directors and may not be able to be mitigated.

7.1 Risks specific to the Company

The current and future operations of the Company, may be affected by a range of factors, including:

(a) **New market risk**

The current total value of the Company's addressable energy market in Australia is relatively small in global terms. Accordingly, the Company has recognised the need to prioritise expansion into international markets (namely the United Kingdom and the United States of America). Each international market will have its own commercial and regulatory environments that may impair the Company's ability to win market share and otherwise be adversely impact the Company's business and prospects.

(b) **New product development and technology risk**

The Company's business is reliant upon development of certain technologies and the successful commercialisation of these technologies. The Company is confident that the Company's products provide a unique offering in the Australian and global marketplace. However, there is a risk that as marketable technologies continue to develop in the energy technology industry, there may be certain product developments that supersede, and render obsolete, the Company's products. This could adversely affect the Company's financial performance and position and the likely value of the Shares.

(c) **Acceptance of Products**

The Company's business model depends on the ability to sell the Company's products. Acceptance of the Company's products requires customers to accept the Company's terms of service, including the basis on which the customer seeks and accepts competitive offers. The service relies on suppliers' invoices and data being supplied in an acceptable format. If the Company fails to achieve broad acceptance of its products by market participants, or fails to position its products as a preferred method for market participants to coordinate and facilitate the purchase and management of utility services including energy, the Company's business, financial condition and results of operations will be adversely affected.

(d) **Failure to renew existing contracts or win new contracts**

The ability of the Company to renew contracts with existing clients and win new contracts with existing and new clients is fundamental to its business, growth and profitability. The Company faces competition in the energy technology industry in which it operates. New contracts, including contracts entered into with an existing client where a previous contract has expired, are usually subject to a competitive process. There is a risk that the Company may not win these contracts for any of a number of reasons including:

- (i) lower pricing from competitors;
- (ii) increased competition;
- (iii) inability to differentiate the Company's products and to market them effectively;

- (iv) failure to maintain the quality or efficiency of the Product or to anticipate, identify or react to changes in client preferences or requirements;
- (v) failure to react to new developments in energy management technology; and
- (vi) negative perceptions adversely affecting the Company's brand and reputation.

Failure to successfully renew existing contracts or to win new contracts could negatively impact the Company's financial performance, including, in the case of a failure to retain an existing client, by leaving the Company with excess capacity or redundancy costs, and adversely impact its ability to grow its operations.

(e) Failure to properly understand client requirements and client demand

A large number of the Company's contracts are long term contracts, and many are not able to be terminated by the Company unless the client is in breach. The Company may from time to time enter into contracts where the agreed revenue is insufficient to cover the costs of delivering the services or to provide adequate profit margins. This can occur for a number of reasons, including a failure to properly understand the scope and requirements of a contract, a failure to assess accurately the costs of delivering the contracted services, a failure to properly model the drivers of client demand or a failure to adhere to the business' internal risk assessment and contracting process guidelines. The risk of such failures occurring may increase as the Company seeks to expand its products into new markets. If the Company enters into low or negative margin contracts, the Company's revenue and profitability could be adversely impacted.

(f) Ability to manage growth effectively

The Company will need to expand its operations if it successfully achieves market acceptance for its products. The Company cannot be certain that its systems, procedures, controls and existing space will be adequate to support expansion of its operations. The Company's future operating results will depend on the ability of its officers and key employees to manage changing business conditions and to implement and improve its technical, operational, administrative, financial control and reporting systems. The Company may not be able to expand and upgrade its systems and infrastructure to accommodate these increases which could have a significant negative impact on the Company's business, financial condition and results of operations.

(g) Reliance on key management personnel

The Company's business strategy will be implemented by the Board and the management team led by Guy Maine. The Company's success will depend on the continued performance, efforts, abilities and expertise of its key management personnel, as well as other management and technical personnel engaged on a contractual basis. The loss of services of any of its key management personnel and the Company's inability to replace them, or replace them in a timely manner, could have a material adverse impact on the Company's ability to successfully implement the Company's business strategy.

There is no guarantee that the Company will be able to attract and retain suitably qualified personnel, and a failure to do so could materially adversely affect the Company's business, operating results and financial prospects including its ability to grow.

(h) Ability to establish and maintain additional strategic relationships

To be successful, the Company must continue to maintain existing strategic relationships and establish additional strategic relationships with leaders in a number of energy industry segments. This is critical to the Company's success because the Company believes that these relationships contribute towards its ability to:

- (i) extend the reach of its products to a larger number of customers in the energy technology industry;

- (ii) develop and deploy new products and services;
- (iii) further enhance the Company's brand; and
- (iv) generate additional revenue and cash flows.

(i) **Product failure**

If the Company's products and services fail to perform properly due to errors or similar problems, the Company's business could suffer. Complex software, such as that utilised by the Company's products, often contain defects or errors, some of which may remain undetected for a period of time. It is possible that such errors may be found after the introduction of new software or enhancements to existing software.

The products also rely on employees carrying out operational duties in an effective manner. If employees are ineffective in management, communication and processing related to providing the Product and service, this could cause the Product or service to fail to perform properly.

Despite testing, it is possible that errors may occur in the Company's products. If the Company detects any errors before a solution is introduced, the Company may have to delay deployment for an extended period of time while the problem is addressed.

If the Company does not discover software errors that affect the Company's products until they are deployed, the Company would need to provide enhancements to correct such errors. Errors in could result in:

- (i) harm to the Company's reputation or the Company's brand;
- (ii) lost sales;
- (iii) delays in commercial releases;
- (iv) liability claims;
- (v) delays in or loss of market acceptance of the Company's products;
- (vi) license terminations or renegotiations; or
- (vii) unexpected expenses and diversion of resources to remedy errors.

Furthermore, clients may use the Company's products together with products from other companies. As a result, when problems occur, it might be difficult to identify the source of the problem. Even when the Company's products does not cause these problems, the existence of these errors may result in the Company incurring significant costs, the diversion of the attention of technical personnel from development efforts, adversely impact the Company's reputation or the Company's brand or cause significant client relations problems.

(j) **Future capital requirements**

The Company may require additional financial resources to continue funding its future expansion and the development of its products. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms acceptable to the Company.

If additional funds are raised through the issue of equity securities, current Shareholders may be diluted and such securities may have rights, preferences or privileges senior to those of the holders of the Company's securities then on issue.

If adequate funds are not available to satisfy either short or long-term capital requirements, the Company may be required to limit its operations significantly.

(k) **Contractual risk**

The Company's business is significantly dependent on its counterparties and their ability to meet their contractual obligations pursuant to the agreements and arrangements entered into with the Company.

The Company's financial performance will depend upon the performance by counterparties to each of the agreements of their respective obligations in those agreements. If any counterparty defaults, it may be necessary for the Company to seek legal remedy in court. Legal action can be costly and there is no guarantee that a legal remedy will be granted on appropriate terms or at all.

Further, as the Company aims to deliver and implement new technology and products and establishing a new market, it regularly deals with counterparties which are larger and more established. As a result, those counterparties may exercise their market power to impose contractual terms which favour the counterparty in relation to key terms such as indemnities, or rights of termination. These terms may impact the costs associated in performing such contracts and ultimately impact the profitability of those arrangements and the Company's overall performance.

(l) **Intellectual property**

The Company's business plan is predicated on proprietary systems and technology products. Accordingly, the Company's trademarks, trade names, copy rights, trade secrets and other intellectual property rights are important to its success and unauthorised use of any intellectual property rights may adversely affect the Company's business and reputation. There can be no assurances that the Company will be able to:

- (i) register or otherwise protect new intellectual property it develops in the future; or
- (ii) prevent the unauthorised use of its intellectual property.

Failure to adequately protect the Company's intellectual property rights could adversely affect its financial performance and condition.

(m) **Liability claims**

The Company's business may be exposed to liability claims if its products or services are provided in fault or cause harm to its clients. The Company may have to expend significant financial and managerial resources to defend against such claims. If a successful claim is made against the Company, the Company may be fined or sanctioned and its reputation and brand may be negatively impacted. This could adversely affect the Company's financial performance, operations and prospects.

(n) **Brand name risk**

The 'BidEnergy' brand is a key aspect of the business and the growth of the Company's business is dependent on market awareness of its brand. The 'BidEnergy' reputation and value of the brand may be adversely affected by a number of factors including (but not limited to) disputes or litigation with third parties and adverse media coverage (including social media). Erosion of the 'BidEnergy' reputation or brand may adversely affect the Company's financial performance or position.

(o) **Insurance**

The Company faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage.

No assurance can be given that such insurance will continue to be available in the future and that it will be available on commercially attractive terms. There is also no guarantee that any cover will be adequate and available to cover any claims the Company may

make. The Company may be unable to continue to secure insurance to satisfactorily cover all anticipated risks or the cost of insurance may increase above anticipated levels. This may result in the Company either paying too much for its insurance or being unable to insure certain business risks.

(p) **Capacity constraints**

Continued increases in customers will increase the volume of utility invoices to be captured and processed by its technology solution and may require the Company to expand and adapt its network infrastructure to avoid interruptions to the Company's products and services. This may require an increase in costs, lead to a loss of customers, expose the company to litigation and adversely effect the Company's financial performance

7.2 Industry Risks

(a) **Competition**

Each energy technology product or service has its own character. However, the Company will be subject to competition from other operators in the global energy technology industry. A number of factors, including any one or more of the following, could increase the market share of any of those competitors relative to the Company's share and materially affect the Company's financial performance and position:

- (i) acquiring or developing technologies which give them a competitive advantage;
- (ii) lowering prices;
- (iii) increasing scale or range of products or services; or
- (iv) undertaking strategic moves to combine or consolidate their business.

(b) **Regulatory risks**

The Company is subject to a number of domestic and international government regulations. In some situations, energy purchase involves the customer entering into short term hedging contracts with the supplier. The Company does not provide financial advice in such situations and is not required to hold a financial services licence. This could change in the future if, for example, a new market that the Company enters has different regulatory requirements. Based on its current subscription model which is a no commission model, the Company does not currently consider that it requires a broker license to operate its business in the United States of America. There is a risk that the subscription model adopted by the Company will not be competitive against a commission model, in which case the Company may need to alter its current subscription model which, in turn, may require the Company to apply for a broker license in each of the 17 deregulated states within the United States of America.

(c) **Activities of fraudulent parties**

The Company is exposed to the risk that its customers, employees or partners may seek to commit fraud against the Company or its customers.

Fraudulent behaviours could include:

- (i) Customers or employees providing fraudulent information relating to utility invoices to be paid on customers their behalf
- (ii) Employees acting individually or in collusion with others to obtain financial benefit

There can be no assurance that the Company's internal controls will prevent the incidence of fraud. Failure to prevent fraud may result in damage to the Company's reputation and ability to retain and attract customer, which could materially impact on the Company's business, operating and financial performance, and/or growth.

7.3 General risks

(a) Securities investments

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors. Furthermore, the stock market has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the securities regardless of the Company's operational performance.

(b) Share market and trading in shares that may not be liquid

Share market conditions may affect the value of Shares regardless of the Company's operating performance. Share market conditions are affected by many factors including but not limited to the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Shares at any given time may be higher or lower than the price paid under the Offer. Further, you may be unable to sell or realise your investment because the market for Shares may be illiquid.

Neither the Company nor the Directors warrant the future performance of the Company, or any return on an investment in the Company.

(c) Economic risk

Factors such as inflation, currency fluctuation, interest rates, government legislation or intervention, levels of taxation, social upheaval or war in Australia or elsewhere and supply and demand have an impact on operating costs, revenues and stock market prices and returns to Shareholders. The Company's future revenues and the market price for its securities may be affected by these factors which are beyond the Company's control.

(d) Australian International Financial Reporting Standards may change

The Company's financial reports are subject to compliance with Australian International Financial Reporting Standards (AIFRS) issued by the Australian Accounting Standards Board. The accounting treatment under AIFRS or changes to accounting standards, may materially adversely affect the financial performance and position reported in the Company's financial statements.

(e) Taxation changes may negatively affect the Company

There is a risk of changes to tax laws and changes in the way tax laws are interpreted. Any changes to the current rates of taxes imposed on the Company are likely to affect returns to Shareholders.

In addition, an investment in Shares involves tax considerations which may differ for each Shareholder and may be subject to change. Each prospective Shareholder is encouraged to seek professional tax advice in connection with any investment in the Company.

7.4 Investment Highly Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus. Therefore, the New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

8. Rights attaching to New Shares and New Options

8.1 Rights attaching to New Shares

The New Shares issued under this Prospectus will rank pari passu in all respects with existing Shares.

The following is a summary of the more significant rights and liabilities attaching to New Shares to be issued pursuant to this Prospectus.

This summary is qualified by the full terms of Company's Constitution (a full copy of the Constitution is available from Company on request free of charge or available for inspection at the Company's registered office during normal business hours) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meetings

Directors may call a meeting of Shareholders whenever they think fit. Shareholders may call a meeting as provided by the Corporations Act. All Shareholders are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of Shareholders is 2 eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(b) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder.

A poll may be demanded by the chairperson of the meeting, any 5 Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(c) Dividends

The Directors may declare and authorise the distribution from the profits of the Company, dividends to be distributed to Shareholders according to their rights and interests. The Directors may before declaring any dividend set aside reserves out of the profits of the Company which at the Directors' discretion may be used in the business of the Company or be invested in such investments as the Directors think fit. Except to the extent that the terms of issue of shares provide otherwise, each dividend must be distributed according to the amount paid up on the Share in a manner calculated in accordance with the Constitution.

(d) **Winding up**

If the Company is wound up, subject to the Corporations Act, and the remaining terms of the Company's Constitution, the assets of the Company must be applied among the Shareholders in proportion to their respective holdings.

(e) **Transfer of shares**

Generally, Shares are freely transferable, subject to formal requirements, and to the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia.

(f) **Directors**

The business of the Company is to be managed by or under the direction of the Directors.

Directors are not required under the Constitution to hold any Shares.

Unless changed by the Company in general meeting, the minimum number of Directors is 3 and the maximum is 7. The existing Directors may appoint a new Director to fill a casual vacancy or as an addition to the Board. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director).

The Constitution contains provisions relating to the rotation and election of directors. No Director other than the Managing Director may hold office later than the third annual general meeting after his or her appointment or election, without submitting himself or herself for re-election.

For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed director must be received at the Company's registered office not later than 35 Business Days before the meeting.

(g) **Offer of shares**

Subject to the requirements of the Corporations Act and if applicable, the Listing Rules, the issue of Shares by the Company is under the control of the Directors.

Under the Constitution the Company is empowered, without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, to issue shares with preferred, deferred or other rights on such terms and conditions as they see fit.

(h) **Variation of shares and rights attaching to shares**

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(i) **Unmarketable parcels**

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of Shares with a market value of less than \$500). To invoke this procedure, the Directors must first give notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

(j) **Share buy-backs**

The Company may buy-back Shares in itself in accordance with the provisions of the Corporations Act.

(k) **Indemnity and insurance of officers**

Under the Constitution, the Company is obliged, to the extent permitted by law, to indemnify an officer (including Directors), of the Company or a subsidiary of the Company against liabilities incurred by the officer in that capacity, including without limitation legal costs and expenses incurred by the officer in defending the action.

To the extent permitted by law, the Company may also pay the premium on any insurance policy for any person who is or has been, an officer against a liability incurred by that person in his or her capacity as an officer of the Company.

(l) **Changes to the constitution**

The Constitution can only be amended in accordance with the Corporations Act. .

(m) **Listing Rules**

Provided the Company remains admitted to the Official List of the ASX, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Constitution will be deemed to comply with the Listing Rules, as amended from time to time.

8.2 Rights Attaching to New Options

The following is a summary of the terms and conditions attaching to New Options to be issued pursuant to this Prospectus.

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon the exercise of the New Option (subject to adjustment under the terms of issue).

(b) **Exercise Price and Expiry Date**

The New Options have an exercise price of \$0.75 per New Option (**Exercise Price**) and expire at 5.00pm (AEDT) on the date that is 12 months after the date on which the Option is issued (**Expiry Date**).

A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date.

(d) **No Quotation of the New Options**

The Company will not apply for Official Quotation by ASX of the New Options.

(e) **Notice of Exercise**

The New Options may be exercised by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

New Options will be deemed to have been exercised on the latest of the date:

- (i) the Exercise Notice;
- (ii) the Exercise Price; and
- (iii) the New Option certificate (if any),

is received by the Company or the Share Registry.

(f) **Shares Issued on Exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(g) **Timing of the Issue of Shares on Exercise and Quotation**

Within 10 business days of a Notice of Exercise being given in accordance with these terms and conditions and payment of the Exercise Price for each New Option being exercised, the Company will:

- (i) issue the Shares pursuant to the exercise of the New Options; and
- (ii) apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

(h) **Participation in New Issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 business days after the issue is announced. This will give the holders of New Options the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for Entitlement Issue**

If the Company makes an issue of Shares pro rata to existing shareholders (other than as a bonus issue, to which paragraph (i) will apply, an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Company will adjust the Exercise Price of a New Option in accordance with ASX Listing Rule 6.22.2.

(k) **Adjustment for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the New Option holders will be varied in accordance with the Listing Rules.

(l) **Transferability**

The New Options are transferable.

9. Additional information

9.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus, and the New Options are options to be issued Shares.

This Prospectus is a prospectus to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the Prospectus. In general terms the Prospectus is only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the closing date of the SPP Offer:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2019 being the most recent annual financial report of the Company lodged with the ASIC (and released to the ASX on 27 September 2019), being before the issue of this Prospectus; and
 - (ii) the half year financial report of the Company for the six months ended 31 December 2018 lodged with the ASIC (and released to the ASX on 25 February 2019), being before the issue of this Prospectus; and
 - (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of its annual report on 27 September 2019:

Date	Description of Announcement
15 October 2019	Quarterly Update and Appendix 4C
14 October 2019	Completion of Placement
7 October 2019	Placement and Share Purchase Plan Offer
3 October 2019	Trading Halt
3 October 2019	Pause in Trading
27 September 2019	Change of Principal Place of Business
27 September 2019	Revised Trading Policy
27 September 2019	Appendix 4G
27 September 2019	Annual Report to Shareholders

9.2 Interests of Directors

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
- (c) the Offers;

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (a) any Director to induce him or her to become, or to qualify as, a Director; or
- (b) any Director for services which he or she (or entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offers.

9.3 Directors' Interests

As at the date of this Prospectus, the relevant interests of the Directors and their related entities in securities in the Company, are detailed in the table below.

Director	Shares held	Options held	Offer to subscribe for New Shares under the SPP Offer ⁽¹⁾	Offer to subscribe for New Options under the SPP Offer ⁽¹⁾
Mr Andrew Dyer ⁽³⁾	121,000	294,118	51,725 ⁽²⁾	51,725 ⁽²⁾
Mr Guy Maine ⁽⁴⁾	160,643	2,205,883	51,725 ⁽²⁾	51,725 ⁽²⁾
Mr Geoffrey Kleemann	150,000	-	51,725 ⁽²⁾	51,725 ⁽²⁾

Director	Shares held	Options held	Offer to subscribe for New Shares under the SPP Offer ⁽¹⁾	Offer to subscribe for New Options under the SPP Offer ⁽¹⁾
Ms Leanne Graham ⁽⁵⁾	200,475	367,648	51,725 ⁽²⁾	51,725 ⁽²⁾

⁽¹⁾ Assumes none of the Options held by a Director are exercised prior to the Record Date.

⁽²⁾ Calculation based on an issue price of \$0.58 and a maximum entitlement of \$30,000 for New Shares and New Options under the SPP Offer.

⁽³⁾ Andrew Dyer (or his nominee) holds 294,118 Options, composed of 294,118 Class K Options (exercisable at \$1.190 on or before 26 November 2022) subject to vesting conditions.

⁽⁴⁾ Guy Maine (or his nominee) holds 2,205,883 Options, composed of 2,205,883 Class J Options (exercisable at \$0.136 on or before 16 January 2022) subject to vesting conditions.

⁽⁵⁾ Leanne Graham (or her nominee) holds 367,648 Options, composed of:

- 73,530 Class F Options (exercisable at \$0.68 on or before 28 July 2020); and
- 294,118 Class K Options (exercisable at \$1.190 on or before 26 November 2022), subject to vesting conditions.

9.4 Directors' Remuneration

The remuneration (including superannuation and share based payments) of existing Directors for the past two financial years (30 June year-end) are as follows:

Director	Title	Financial Year to 30 June 2019	Financial Year to 30 June 2018
Mr Andrew Dyer	Non-Executive Chairman	\$124,932	-
Mr Guy Maine	Executive Director	\$490,446	\$164,891
Mr Geoffrey Kleemann	Non-Executive Director	-(1)	-
Ms Leanne Graham	Non-Executive Director	\$120,182	\$52,558

⁽¹⁾ Geoffrey Kleemann was appointed subsequent to 30 June 2019 on 1 September 2019.

9.5 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

9.6 Lead Manager Mandate

The Company has entered into a mandate with Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord** or **Lead Manager**) pursuant to which Canaccord was appointed as lead manager to Placement.

Canaccord was paid 5% of the gross amount raised under the Placement

In addition to the above, Canaccord will receive a management fee equal to 1% of the gross amount raised specifically under the SPP Offer.

9.7 Interests of Other Persons

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this

Prospectus (or entity in which they are a partner or director) holds, has, and has not had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

- (d) Lander & Rogers has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Lander & Rogers approximately \$30,000. During the two years before the date of this Prospectus, Lander & Rogers has provided the Company with legal services and was paid approximately \$24,822 for these services; and
- (e) Computershare Investor Services Pty Limited conducts the Company's share registry functions and will provide administrative services in respect to the proposed Share applications pursuant to this Prospectus. Computershare Investor Services Pty Limited will be paid for these services on standard industry terms and conditions; and
- (f) Canaccord Genuity (Australia) Limited has acted as the Lead Manager to the Placement. In respect of this work, the Company will pay Canaccord Genuity (Australia) Limited the amounts set out in Section 9.6.

The amounts disclosed above are exclusive of GST.

9.8 Related party transactions

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

9.9 Market price of Shares

The highest and lowest market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$0.77 (19 July 2019)

Lowest: \$0.47 (26 August 2019)

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.56 per Share on 18 October 2019.

9.10 Costs of the Offers

The costs of the Offers payable by the Company (exclusive of GST) are as follows:

	(\$)
ASIC lodgement fee	3,206
ASX quotation fee	7,274

	(\$)
Broker fees	15,000
Legal and advisory expenses	45,000
Registry & offer handling fees	19,938
Printing and other expenses	9,582
TOTAL	100,000

9.11 Taxation Implications

The acquisition and disposal of Securities will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Securities.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Securities.

9.12 Litigation and Claims

As previously advised to the ASX, on 23 July 2019, a former director of the Company, James Baillieu, filed an originating process in the Supreme Court of Victoria against the Company. Mr Baillieu is seeking an order under sections 236 and 237 of the Corporations Act 2001 (Cth) permitting him to file a derivative action on behalf of the Company. The derivative action, if the Court grants leave for it to proceed, would be against the then directors of the Company, being Andrew Dyer, Guy Maine and Leanne Graham.

The originating process makes the claim that certain statements made by the Company were false and misleading and, as a result, alleges that the relevant directors had breached their directors' duties and their disclosure obligations under the Corporations Act. Both the Company and the directors deny the allegations and stand by any statements issued by the Company.

In the event that the Court permits the proposed derivative action to proceed, the Plaintiff will be seeking declaratory and/or injunctive relief to remedy the alleged defective disclosures. No damages are claimed by the Company from the directors in the proposed derivative action. Mr Baillieu has stated that he will pay the Company's legal costs of the proposed derivative action and he will indemnify the Company for any losses it may incur as a result.

The Company is opposing the application on various grounds. The application is listed for hearing on 5 March 2020. The Court has ordered the parties to attend a mediation before 20 December 2019.

9.13 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, persons named in this Prospectus with their consent as proposed Directors of the Company, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Lander & Rogers	Lawyers
Canaccord Genuity (Australia) Limited	Lead Manager to the Placement
Computershare Investor Services Pty Limited	Share Registry

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 9.13 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

9.14 Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

9.15 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

9.16 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Securities.

9.17 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of New Securities in response to an electronic Application Form, subject to compliance with certain provisions. If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please contact the Company and the Company will send to you, free of charge to you, either a hard copy or a further electronic copy of this Prospectus.

The Company reserves the right not to accept an Application Form from an Applicant if it has reason to believe that when that Applicant was given access to the electronic Application Form, it was not provided together with an electronic copy of this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies shall be held by the Company on trust and returned (without interest) to the Applicant as soon as practicable.

10. Authorisation

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:

A handwritten signature in black ink, appearing to read 'Andrew Dyer', with a stylized flourish at the end.

Andrew Dyer
Chairman

21 October 2019

11. Glossary

In this Prospectus, unless the context otherwise requires:

\$ means Australian dollar.

AEDT means Australian Eastern Daylight Time.

Annual Report means the financial report lodged by the Company with ASIC in respect to the year ended 30 June 2019 and includes the corporate directory, review of activities, Shareholder information, financial report of the Company and its controlled entities for the year ended 30 June 2019, together with a Directors' report in relation to that financial year and the auditor's report for the period to 30 June 2019.

Applicant means a person who submits a valid Application Form.

Application means a valid application for:

- (a) New Securities under the SPP Offer made pursuant to an SPP Application Form;
- (b) Placement Options under the Placement Option Offer made pursuant to the Placement Options Application Form.

Application Form means a SPP Application Form or Placement Option Application Form (as applicable).

Application Monies means application monies for New Shares received by the Company from an Applicant.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits, the market operated by it.

ASX Settlement Rules means ASX Settlement Operating Rules of the ASX.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, excluding public holidays in Victoria and any other day that ASX declares is not a trading day.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means the date referred to as such in the Indicative Timetable.

Company or **BidEnergy** means BidEnergy Limited ACN 131 445 335.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Shareholder means a person who:

- (a) is a Shareholder at 5.00pm (AEDT) on the Record Date; and
- (b) has a registered address recorded in the Share Registry as at the Record Date in Australia or New Zealand.

Indicative Timetable means the indicative timetable on page 6 of this Prospectus.

Ineligible Shareholder means a Shareholder who is not an Eligible Shareholder.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the official listing rules of ASX.

New Option means an Option offered pursuant to this Prospectus with the terms and conditions detailed in Section 8.2.

New Securities means New Shares and New Options.

New Share means a Share offered pursuant to this Prospectus.

Offers means the SPP Offer and the Placement Option Offer.

Official Quotation means quotation of New Shares on the official list of ASX (as the case may be).

Opening Date means the date referred to as such in the Indicative Timetable.

Option means an option to acquire a Share.

Placement means the placement of New Securities described in Section 2.3(a).

Placement Option Offer has the meaning given to that term in Section 3.7.

Placement Options means the New Options issued under the Placement Option Offer.

Placement Option Application Form means the placement option application form attached to, or accompanying this Prospectus, to be used for the purpose of applying for Placement Options.

Placement Participant means a person who participated in, and received New Shares under, the Placement.

Prospectus means this prospectus.

Record Date means the date referred to as such in the Indicative Timetable.

Section means a section of this Prospectus.

Securities means any securities including Shares or Options issued or granted by the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of Shares.

SPP or **Share Purchase Plan** means the Company's share purchase plan dated on or about the date of this Prospectus.

Share Registry means Computershare Investor Services Pty Limited (ACN 078 279 277).

SPP Application Form means the Share Purchase Plan Application Form relevant to subscribers under the SPP Offer.

SPP Offer has the meaning given to that term in Section 3.1.

Statements has the meaning given to that term in Section 5.2.

Strategic Plan has the meaning given to that term in Section 2.2.

Voting Power has the meaning given in section 610 of the Corporations Act.

VWAP means the volume weighted average share price for the relevant number of trading days as defined in the Listing Rules.