



UIL Energy Limited ACN 153 352 160 Second Supplementary Prospectus

1. Introduction

This document is a supplementary prospectus under section 719(1) of the Corporations Act 2001 (Cth) dated 10 October 2014. It is the second supplementary prospectus issued by UIL Energy Limited ACN 153 352 160 (**UIL Energy**) in relation to its Offer of between 21,000,000 and 30,000,000 New Shares at an Offer Price of \$0.20 per New Share to raise a minimum of \$4.2 million and a maximum of \$6 million with 1 free New Option exercisable at \$0.20 on or before 31 December 2015 for every 2 New Shares subscribed for. Every New Option is exercisable into 1 Share and 1 free Piggy-Back Option (**Second Supplementary Prospectus**).

This document supplements, and should be read together with the prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) by UIL Energy on 19 August 2014 and the supplementary prospectus lodged with the ASIC by UIL Energy on 17 September 2014 (**Prospectus**).

This document is important and should be read in its entirety in conjunction with the Prospectus. If you are in any doubt as to the contents of this document, you should consult your financial or legal adviser.

Terms used in this Second Supplementary Prospectus shall have the same meaning as ascribed to them in the Prospectus, unless otherwise indicated.

2. Extension of Closing Date

The Directors of the Company have resolved to extend the duration of the Offer for a period of 1 week so that the Closing Date of the Offer is 5.00pm (AEST) 17 October 2014.

Consequently, the Key Dates timetable presented on page 2 and in Section 5.5 of the Prospectus is updated as follows:

KEY DATES	
Date of this Prospectus	19 August 2014
Offer Opening Date	2 September 2014
Offer Close Date	17 October 2014
Allotment of New Shares and New Options	22 October 2014
Despatch of holding statements	22 October 2014
Anticipated date of trading of New Shares listed for quotation on ASX	27 October 2014

These dates remain indicative only and subject to change without notice. The Company, in conjunction with the Lead Manager, reserves the right to vary the dates, which includes closing the Offer early or extending the close of the Offer, without notifying any recipients of the Prospectus or any Applicants. Investors are encouraged to submit their Applications as soon as possible.

Completed Application Forms and accompanying cheques can be completed and submitted to the Registry in accordance with Section 5.11 of the Prospectus by no later than 5.00pm (AEST) on 17 October 2014.

In addition:

- the reference to the close of the Broker Firm Offer in Section 5.11 of the Prospectus is amended to read: "The Broker Firm Offer closes at 5.00pm (AEST) on 17 October 2014";
- the reference to the close of the "Closing Date" in Section 5.11 of the Prospectus is amended to read: "Completed Application Forms must be received at the above address by no later than the Closing Date, being 17 October 2014 (unless varied)";
- the definition of "Closing Date" in the Glossary in Section 13 of the Prospectus is amended to read: "The date on which the Offer closes, being 17 October 2014 (or such other date as determined by the Board) and includes a reference to the Broker Firm Offer Closing Date, and Institutional Offer Closing Date as the context requires";
- the definition of "Broker Firm Offer Closing Date" in the Glossary in Section 13 of the Prospectus is amended to read: "17 October 2014 or such other date as determined by the Board";
- the definition of "Institutional Offer Closing Date" in the Glossary in Section 13 of the Prospectus is amended to read: "17 October 2014 or such other date as determined by the Board"; and
- reference to the date the Application Form must be received on the Public Offer Application Form in Section 14 of the Prospectus is amended to read: "This Application Form and your cheque or bank draft must be received by 5:00pm (AEST) on 17 October 2014".

3. Lodgement with ASIC

A copy of this document was lodged with the ASIC on 10 October 2014. This document will prevail to the extent of any inconsistency with the Prospectus lodged with ASIC on 19 August 2014 and the Supplementary Prospectus lodged with ASIC on 17 September 2014. Neither the ASIC nor any of its officers takes any responsibility for the contents of this document.

4. Authorisation

This document has been approved by a resolution passed by the directors of UIL Energy. Each Director has consented to lodgement of this Second Supplementary Prospectus with the ASIC.

Dated 10 October 2014

Signed for and on behalf of

UIL Energy Limited



John de Stefani, Director