

**TOP END ENERGY LIMITED**  
**ACN 650 478 774**  
**SUPPLEMENTARY PROSPECTUS**

**IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements the replacement prospectus dated 24 November 2021 (**Replacement Prospectus**), which replaced a prospectus dated 10 November 2021 (**Prospectus**) issued by Top End Energy Limited (ACN 650 478 774) (**Company**).

This Supplementary Prospectus is dated 9 February 2022 and was lodged with the ASIC on that date. The ASIC, and its respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus is a refresh document as defined in section 724(3H) of the Corporations Act, as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (the **Instrument**).

This Supplementary Prospectus should be read together with the Replacement Prospectus. Other than as set out below, all details in relation to the Replacement Prospectus remain unchanged. Terms and abbreviations defined in the Replacement Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Replacement Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Replacement Prospectus as an electronic prospectus and may be accessed at <http://www.topendenergy.com.au/prospectus/>.

Under the Corporations Act, the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors. This Supplementary Prospectus has been prepared to provide additional information to investors on items that the Company considers may be material. This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Company will send a copy of this Supplementary Prospectus to all applicants who have subscribed for Shares under the Replacement Prospectus to the date of this Supplementary Prospectus.

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**1. BACKGROUND TO SUPPLEMENTARY PROSPECTUS**

As detailed in the summary of the Tri-Star Sale and Purchase Agreement included in Section 8.2.1 of the Replacement Prospectus, completion of the acquisition of ATP 1069 (the **Permit**) is conditional on approval being obtained from the relevant Minister for the transfer of the Permit to Tomorrow Energy pursuant to the applicable provisions of the *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) (**Ministerial Approval**).

As at the date of this Supplementary Prospectus, the Ministerial Approval has not been granted, and therefore, completion of the acquisition of the Permit cannot occur at this time. However, the Company reasonably expects that this Ministerial Approval will be granted prior to 9 March 2022.

As set out in Section 4.6 of the Replacement Prospectus, successful completion of the Acquisition Agreements is a condition of the Offer.

As the Company does not expect to receive the Ministerial Approval prior to 10 February 2022 and will not be able to satisfy the conditions of the Offer prior to this date, the Company has prepared this Supplementary Prospectus to refresh the period for admission to quotation of Shares offered under the Prospectus pursuant to the Instrument.

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## **2. PURPOSE**

The Supplementary Prospectus has been prepared to:

- (a) update the date by which the conditions precedent to the TG Acquisition Agreement must be satisfied from 31 January 2022 to 31 March 2022;
- (b) provide investors with a revised indicative timetable for the Offer;
- (c) extend the Closing Date of the Offer to 10 March 2022; and
- (d) refresh the period for admission to quotation of Shares offered under the Prospectus, pursuant to the Instrument.

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## **3. EXTENSION OF CLOSING DATE**

The Board wishes to advise that the Closing Date of the Offer has been extended until 5:00pm (WST) on 10 March 2022 and accordingly the Indicative Timetable set out in Section 2 of the Prospectus is deleted and replaced with the following:

### **INDICATIVE TIMETABLE**

Lodgement of Original Prospectus with the ASIC	10 November 2021
Exposure Period begins	10 November 2021
Lodgement of Replacement Prospectus	24 November 2021
Opening Date	25 November 2021
Lodgement of Supplementary Prospectus	9 February 2022
Closing Date	10 March 2022
Issue of Shares under the Offer	14 March 2022
Dispatch of holding statements	16 March 2022
Expected date for quotation on ASX	21 March 2022

1. *The above dates are indicative only and may change without notice. Unless otherwise indicated, all time given are WST. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Securities to applicants.*
2. *If the Offer is cancelled or withdrawn before completion of the Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Offer opens.*

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#### 4. AMENDMENTS TO TG ACQUISITION AGREEMENT

The date for satisfaction of the conditions precedent specified under the TG Acquisition Agreement has been amended from 31 January 2022 to 31 March 2022.

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#### 5. EXTENSION OF TIME TO MEET CONDITIONS FOR QUOTATION

The second paragraph at Section 4.10 of the Replacement Prospectus is updated to reflect the following:

*"If the Shares issued under the Prospectus are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of this Supplementary Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest."***(Quotation Condition)**

The Company makes the following statements regarding the Quotation Condition as required by the Instrument:

- (a) an application for admission to quotation of Shares offered under the Replacement Prospectus was made within 7 days after the date of the Original Prospectus;
- (b) as at the date of this Supplementary Prospectus, the Offer is fully subscribed and the number of Shares for which applications have been received is over 32,000,000 Shares;
- (c) the Shares offered under the Replacement Prospectus have not been admitted to quotation as at the date of this Supplementary Prospectus;
- (d) the ASX has granted the Company conditional approval to list on ASX;
- (e) the key condition to the Company's listing that remains outstanding is the successful completion of the Acquisition Agreements;
- (f) the Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Replacement Prospectus from 3 months from the date of the Prospectus to 3 months from the date of this Supplementary Prospectus; and
- (g) the Quotation Condition must be satisfied by 9 May 2022, being the date 3 months from the date of this Supplementary Prospectus.

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#### 6. WITHDRAWAL OF PREVIOUS APPLICATIONS

In accordance with section 724(2) of the Corporations Act, if you applied for Shares under the Replacement Prospectus (**Existing Applicant**), you may withdraw your application and be repaid your application monies, provided you give the Company written notice of your wish to do so within one month of the date of this Supplementary Prospectus.

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their application will be made in full without interest.

An Existing Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company's share registry by mail or delivery to the addresses set out below so that it is received within one month of the date of the Supplementary Prospectus (i.e. by the close of business on 9 March 2022).

**Mailing address**

Top End Energy Ltd  
C/- Automic Pty Ltd  
GPO Box 5193  
SYDNEY NSW 2001

**Hand delivery**

Top End Energy Ltd  
C/- Automic Pty Ltd  
Level 5, 126 Phillip Street  
SYDNEY NSW 2000

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Existing Applicant.

If you do not wish to withdraw your application, you do not need to take any action.

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**7. CONSENTS**

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Replacement Prospectus have not withdrawn that consent.

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**8. DIRECTORS' AUTHORISATION**

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



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**Emmanuel Correia**  
**Non-Executive Chairman**  
**For and on behalf of**  
**Top End Energy Limited**