

**ONTERRAN**

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# *Share Purchase Plan*

Onterran Limited

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY**

**THIS DOCUMENT HAS BEEN PREPARED BY ONTERRAN LIMITED. THE SHARE PURCHASE PLAN PROVIDES ELIGIBLE SHAREHOLDERS WITH THE OPPORTUNITY TO PURCHASE ADDITIONAL SHARES WITHOUT BROKERAGE OR OTHER TRANSACTION COSTS.**

**THE SHARE PURCHASE PLAN DOES NOT TAKE INTO ACCOUNT THE INDIVIDUAL INVESTMENT OBJECTIVES, FINANCIAL SITUATION OR PARTICULAR NEEDS OF EACH ELIGIBLE SHAREHOLDER. ACCORDINGLY, BEFORE MAKING A DECISION WHETHER OR NOT TO SUBSCRIBE FOR SHARES UNDER THE SHARE PURCHASE PLAN, YOU SHOULD CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER. THIS DOCUMENT IS NOT A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT UNDER THE CORPORATIONS ACT.**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS**



## ***Letter from the Chairman***

1 December 2016

Dear Shareholder

On behalf of the Board of Onterran Limited (**Onterran** or the **Company**) I am pleased to invite you to participate in Onterran's Share Purchase Plan (**SPP**).

### **Summary of the SPP**

As foreshadowed in the Chairman's address at Onterran's AGM, held on 29 November 2016, many shareholders indicated a wish to invest in the recent Redeemable Convertible Preference Share ("RCPS") capital raise but were unable to because the RCPS are not listed and / or because the RCPS were only available to sophisticated investors and as a result, the Company is undertaking this SPP. The SPP is for a maximum amount of \$6.0m and is being made at 38 cents per Share. The SPP may be underwritten by one or more parties with details of any underwriting to be announced once confirmed.

We invite you to read this document thoroughly in conjunction with the publicly available information relating to Onterran, including the recently released investor presentations on the ASX website, the full year report for the year ended 30 June 2016, and general announcements on the ASX website (ASX: OTR).

### **Purpose of the SPP**

Funds raised through the SPP will be used for the following purposes;

- Based on the strength of the Gold Coast property market generally and in the run up to key international events such as the Commonwealth Games in 2018, the Company wishes to bring forward its development of the 195 Eco cabins to be built on Onterran's vacant land at Couran Cove Resort known as the Eco Precinct. Design and pricing for the cabins have been completed and early construction will capture the current trend and enhance the overall standing of the resort and its property assets;
- As previously advised a world class oceanfront site, currently approved for camping, has been identified within the Couran Cove Resort. Isolated within the Island's National Park, this site has direct beachfront access and stunning views south towards Surfers Paradise. Town planning advice indicates the approval includes the right to have 'glamping' cabins on the site and subject to regulatory requirements the Company wishes to bring forward the planned start date to place suitable, self-sufficient 'glamping' cabins on the site which will complement the resort and environment and generate a long-term high yield income stream; and
- In line with Onterran's stated strategy of development in its own right, our subsidiary Bloomer Constructions has identified two, low risk profitable joint ventures, agreements for which are currently being formalised. Proceeds of the SPP may be used for these or similar projects.

### **SPP Details**

Under the SPP, you can acquire up to \$15,000 worth of New Shares (namely, 39,474 New Shares) without paying brokerage, commission or other transaction costs. Under the offer, each eligible Shareholder can subscribe for either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000 of new fully paid ordinary shares at an offer price of A\$0.38 per share. This is the same price as the Placement and represents a 4.8% discount to the volume weighted average price of Onterran shares over the last five ASX trading days prior to the first announcement of the SPP on 29 November 2016.

The Offer opens at 9.00am (Brisbane time) on 2 December 2016 and will remain open until 5:00pm (Brisbane time) on 21 December 2016.

Participation in the Offer is optional and entirely voluntary. The Offer is only open to Eligible Shareholders who were registered as holders of Shares in Onterran at 7:00pm (Brisbane time) on 28 November 2016 and whose registered address is in Australia or New Zealand. The rights of Shareholders to participate in the SPP are not transferrable.



Full details of the Offer and how to participate are contained within this SPP document.

Yours sincerely

**Onterran Limited**

**Lachlan McIntosh**  
**Chairman**



## Frequently Asked Questions

This section answers some commonly asked questions about the Share Purchase Plan (**SPP**). It is not intended to address all relevant issues for Shareholders. This section should be read together with the Terms and Conditions.

What is the SPP?	This SPP provides Eligible Shareholders the opportunity to acquire up to A\$15,000 worth of New Shares in Onterran at an issue price of 38 cents per New Share and free of brokerage, commission or other transaction costs.
Am I eligible to participate?	If you were a holder of Shares whose registered address is in Australia or New Zealand on the Record Date, you will be eligible to participate in the SPP if you fulfil the criteria set out in section 3 of the Terms and Conditions.
Is the Offer underwritten?	No, the SPP is not underwritten. But the SPP may be underwritten by one or more parties with details of any underwriting to be announced once confirmed
How do I apply?	To participate, please complete the Application Form, attach a cheque and submit your application in accordance with the instructions on the Application Form. Alternatively, you can apply by paying through BPAY. Your Application Form includes details of the Biller Code and your Customer Reference Number unique to your Shareholding and this SPP. If you use BPAY you are not required to return your Application Form. For further information see section 4.2 of the Terms and Conditions.
What if I do nothing?	Participation in the SPP is optional and entirely voluntary. If you choose to do nothing, you will not participate in the SPP to acquire New Shares.
How many New Shares will I receive if I participate in the SPP?	Under the SPP, you may apply for a maximum value of \$15,000 New Shares. Subject to any Scaleback as explained in section 10 of the Terms and Conditions, the number of New Shares you receive will depend on the total value of the New Shares you apply for, and the Issue Price of 38 cents.  The Issue Price for each New Share under the Offer is 38 cents per New Share. This price represents a 4.8% discount to the volume weighted average price of Onterran's Shares on the ASX over the last 5 days on which sales of those shares were recorded prior to this announcement.
When does the Offer close?	The Offer closes at 5pm (Brisbane time) on 21 December 2016.
When will I receive my New Shares?	On or about 29 December 2016.  Your holding statement will be despatched on or about the Allotment Date.
When can I trade allocated New Shares?	There is no restriction on the trading of New Shares once allocated. You should confirm your Shareholding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP.

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Why is there a maximum of A\$15,000 investment per Shareholder?

The Offer under the SPP needs to comply with the conditions of the Class Order and Regulatory Guide 125 issued by ASIC. Under the Class Order, Eligible Shareholders may only acquire a maximum of A\$15,000 of New Shares under a share purchase plan in any 12 month period if Onterran has not conducted a share purchase plan in the preceding 12 months.

Where can I get more information?

Full details of the terms and conditions of the SPP are set out in the attached Terms and Conditions.

If you would like more information about the SPP, please contact the Onterran Limited offer information line on 1800 882 102 or +61 1800 882 102 if outside Australia.



## Terms and Conditions

### 1. Offer

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The Share Purchase Plan offers Shareholders the opportunity to subscribe for New Shares up to the maximum subscription of \$15,000, without incurring brokerage, commission or other transaction costs.

### 2. Offer timetable

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The Record Date for participation in the SPP was 7pm (Brisbane time), 28 November 2016.

The Offer opens at 9am (Brisbane time) on 2 December 2016.

The Offer closes at 5pm (Brisbane time) on 21 December 2016 (**Closing Date**).

New Shares will be allotted on or about 29 December 2016.

No late applications will be accepted. However, the Directors reserve the right to vary each of the above dates without advance notice to Eligible Shareholders. Any such variation will be notified to the ASX.

### 3. Eligible Shareholders

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- (a) You are an Eligible Shareholder and may participate in the SPP if you were a registered holder of Shares with a registered address in Australia or New Zealand on the Record Date, unless you are, or are acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933).
- (b) The Company has determined that it is not practical for holders of Shares with addresses on the Share register in jurisdictions other than Australia and New Zealand to participate in the SPP. Shares to be allotted under the SPP have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States of America.
- (c) For the purposes of determining eligibility, joint holders of Shares are taken to be a single registered holder of Shares and the agreements, acknowledgements and certification under section 4 below are taken to have been given by all joint holders.
- (d) Eligible Shareholders can only apply for a maximum of \$15,000 worth of New Shares in aggregate under the SPP (unless you are applying as a Custodian). This limitation applies even if Eligible Shareholders receive more than one Application Form due to multiple individual holdings or joint holdings, or if they hold Shares in more than one capacity such as if they are a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.
- (e) The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other shareholders in the Company.

### 4. Applications for New Shares

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#### 4.1 Limitations on applications

- (a) If you are an Eligible Shareholder, you may apply to acquire New Shares up to a maximum subscription of \$15,000.



- (b) Eligible Shareholders who receive more than one Offer under the SPP (for example, because they hold Shares in more than one capacity) may submit more than one Application (using multiple Application Forms) but may not apply for New Shares with an aggregate value of more than \$15,000.

#### 4.2 Completing the Application Form and paying for Shares

All amounts in this Offer are expressed in Australian dollars. You must pay for the New Shares either by:

- (a) BPAY payment via internet or phone banking. You must also quote your reference number which is on the Application Form. If you use this method, you should be aware of your financial institution's cut-off time (the time payment must be made by to be processed overnight). It is your responsibility to ensure funds are submitted correctly by the closing date and time. If paying by BPAY you do not need to return the Application Form, but you are taken to make the certifications and representations described in these Terms and Conditions; or
- (b) by completing the Application Form, attaching a cheque and submitting your application in accordance with the instructions on the Application Form.

Cheques should be made payable to:

"Onterran Limited".

Application Forms together with application monies should be mailed to:

Onterran Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

If Application Forms are hand delivered they should be handed to:

Onterran Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138  
***(Please do not use this address for mailing purposes)***

All payments and Application Forms must be received by no later than 5pm (Brisbane time) on the Closing Date. If the full amount is not tendered by cheque with a completed Application Form by the Closing Date, Onterran reserves the right to return the payment and Application Form to you and not allot any New Shares to you.

You will not be able to withdraw or revoke your Application once you have submitted it.

#### 4.3 Onterran's discretion regarding applications

Onterran may accept or reject Application Forms to acquire New Shares under the SPP, including (but not limited to) cases where:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by Onterran to be invalid;
- (b) a cheque is dishonoured or has not been completed correctly;
- (c) a cheque is not made out for the exact amount of the parcel of New Shares selected on the Application Form;

- (d) an applicant appears to be applying for more than \$15,000 of New Shares (in aggregate) at the Issue Price;
- (e) an Application Form is received after the Closing Date; or
- (f) Onterran believes that an applicant is not an Eligible Shareholder in accordance with the requirements of ASIC and/or the ASX (as applicable).

#### 4.4 Interest

No interest will be paid on any application monies, including any application monies returned to you.

#### 4.5 Acknowledgement and agreement

If you apply to participate in the SPP by making payment, (including through BPAY), or completing and returning the Application Form:

- (a) you confirm that you are an Eligible Shareholder and represent and warrant that you are not a person to whom it would be illegal to make an offer or issue of New Shares under the SPP;
- (b) you agree that your application is made in accordance with these Terms and Conditions;
- (c) you accept that you will not be able to withdraw or revoke your Application Form once you have submitted it;
- (d) you authorise Onterran (and its Officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) you acknowledge that Onterran may at any time determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (f) you agree that where you have previously provided Onterran or its Share registry with bank account details, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account;
- (g) you accept the risk associated with any refund that may be sent to you by cheque to your address shown on Onterran's register;
- (h) you are responsible for any dishonour fees or other costs Onterran may incur in presenting a cheque for payment which is dishonoured;
- (i) you acknowledge that neither Onterran nor Link Market Services Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy New Shares under the SPP;
- (j) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (k) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act 1933 or the securities laws of any state or other jurisdiction of the United States or the securities law of any other jurisdiction outside Australia or New Zealand, and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any other applicable securities laws;



- (l) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (m) if you are applying on your own behalf (and not as Custodian), you are not applying for New Shares with an aggregate application value of more than \$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in clause 3(d) of the Terms and Conditions;
- (n) you acknowledge that Onterran is not liable for any exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (o) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and
- (p) you accept that your Application is unconditional.

#### 4.6 Certification by Eligible Shareholders

Subject to section 8, an Eligible Shareholder must, on application for New Shares pursuant to the Offer, certify to the Company that the total of the application price for the following does not exceed AUD\$15,000 worth of New Shares the subject of the application under the SPP:

- (a) any other New Shares issued to the Eligible Shareholder under the SPP or any similar arrangement in the 12 months before the application under the SPP;
- (b) any other New Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the SPP; and
- (c) any other Shares issued to a Custodian in the 12 months before the application under the SPP as a result of an instruction given by the Eligible Shareholder to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP.

## 5. Issue Price

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- (a) You agree to pay the Issue Price per New Share for the value of New Shares you have selected on the Application Form.
- (b) The Issue Price for each New Share under the Offer is 38 cents per New Share. This price represents a 4.8% discount to the volume weighted average price of Onterran's Shares on the ASX over the last 5 days on which sales of those shares were recorded prior to his announcement.
- (c) You should note the risk that the market price of a Share may rise or fall between the Opening Date and the Allotment Date. This means that the price you pay per New Share pursuant to the SPP may be either higher or lower than the Share price at the Opening Date or the Allotment Date. Onterran recommends that you monitor the Onterran Share price which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: OTR).

## 6. Issue Date

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New Shares will be allotted on or about 29 December 2016.

You will receive an allotment confirmation notice followed by an end of month holding statement. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.



## 7. Quotation

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Onterran will apply for New Shares issued under the SPP to be quoted on the ASX.

## 8. Custodian Certification

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If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of AUD\$15,000 worth of New Shares for each Participating Beneficiary, subject to you providing a certificate addressed to Onterran (**Custodian Certificate**) with your Application Form certifying the following:

- (a) that you held Shares on behalf of Participating Beneficiaries on the Record Date and they have instructed you to apply for New Shares on their behalf under the SPP;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (e) the number or dollar amount of New Shares which each Participating Beneficiary has instructed you to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price exceeds AUD\$15,000 worth of New Shares, calculated by reference to Shares applied for by you as Custodian on their behalf under:
  - (i) the SPP; and
  - (ii) any other Shares issued to you as Custodian in the 12 months before your application under an arrangement similar to the SPP,

in each case, as a result of an instruction given by them to you as Custodian to apply for New Shares on their behalf;

- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) If you are a Custodian who holds Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed Custodians the name and address of each interposed Custodian.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Please contact the Onterran Limited offer information line on 1800 882 102 or +61 1800 882 102 if outside Australia, to obtain a Custodians Certificate or further information on how to apply.

## 9. Rounding of Shares

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If you apply for New Shares under the SPP you will apply for a certain value rather than a certain number of New Shares. Subject to these Terms and Conditions, the number of New Shares you are allocated will be determined by:

- (a) if there is no Scaleback applied to your allotment (in accordance with section 10 below), dividing the value of the New Shares that you apply for by the Issue Price, then rounding up to the nearest whole number of New Shares; or

- (b) if there is a Scaleback applied to your allotment (in accordance with section 10 below), the scaled back amount of your New Shares divided by the Issue Price, then rounding up to the nearest whole number of New Shares.

## **10. Scaleback**

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- (a) If Onterran receives applications for more than \$6.0 million worth of New Shares, it may Scaleback applications in its discretion.
- (b) If there is a Scaleback, you may not receive the full value of New Shares for which you have applied. If a Scaleback produces a fractional number when applied to your parcel of New Shares, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
- (c) In the event of a Scaleback, each applicant will be scaled back based on:
  - (i) the value of your application for New Shares;
  - (ii) the size of their Shareholding at the Record Date; or
  - (iii) a combination of both.
- (d) The difference between the value of the New Shares allotted (calculated at the Issue Price) and the application money received will be refunded to you without interest following allotment. Any refunds will be made by cheque mailed to your address as recorded on Onterran's register.

## **11. Non-renounceable Offer**

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The Offer to acquire New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the Offer to anyone else.

## **12. No transaction costs**

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No brokerage, commission or other transaction costs are payable by you in respect of the acquisition of New Shares under the SPP.

## **13. Ranking of New Shares**

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All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights and other entitlements as existing Shares.

## **14. Class Order compliance**

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This Offer of New Shares under the SPP is made in accordance with the requirements of the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the Offer of New Shares under the SPP.

## **15. Binding terms**

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



## **16. Administration of the SPP**

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Onterran reserves the right to:

- (a) withdraw the Offer or suspend or terminate the SPP at any time;
- (b) reduce the amount of New Shares that may be subscribed for under the SPP in any manner; and
- (c) waive compliance with any provision of these Terms and Conditions.

Onterran may amend these Terms and Conditions and, where there is any uncertainty as to the operation of the SPP, may make determinations about the operation of the SPP, and may do so in each case generally or in relation to any participant or application. Any amendment or determination that is made by Onterran will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

## **17. Governing law**

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These Terms and Conditions are governed by the laws in force in Queensland. By accepting this Offer, you submit to the non-exclusive jurisdiction of the courts of Queensland.

## **18. Underwriting**

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The SSP is not underwritten. The SPP may be underwritten by one or more parties with details of any underwriting to be announced once confirmed

## **19. Information and contact details**

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If you have any questions in respect to the SPP, please contact the Onterran Limited offer information line on 1800 882 102 or +61 1800 882 102 if outside Australia.



## Glossary

### 1. Definitions

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The following definitions are used in the SPP:

**Allotment Date** means the date on which the New Shares are issued and allotted (which is expected to be on or about 29 December 2016);

**Application Form** means the application form attached to or accompanying this SPP pursuant to which applicants may apply for New Shares;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means ASX Limited (ABN 98 008 624 691) or the financial market known as Australian Securities Exchange operated by it, as the context requires;

**Class Order** means ASIC Class Order 09/425 (as it may be amended from time to time);

**Custodian** means a registered holder of Shares that:

- (a) holds an Australian financial services licence that:
  - (i) covers the provision of a custodial or depositary service; or
  - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or
- (b) is exempt under:
  - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (**Regulations**); or
  - (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
  - (iii) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
  - (iv) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (b)(iv) above;
  - (v) paragraph 911A(2)(h) of the *Corporations Act 2001*;
  - (vi) the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) is a trustee of a:
  - (i) self-managed superannuation fund; or
  - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or
- (e) is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.



**Eligible Shareholder** means a Shareholder who is eligible to acquire New Shares under the SPP, determined in accordance with section 3 of the SPP;

**Issue Price** means 38 cents per New Share.

**New Shares** means Shares offered under the SPP;

**Offer** means the offer of New Shares under the SPP;

**Participating Beneficiary** means one or more persons that have Shares held on their behalf by a Custodian;

**Onterran** means Onterran Limited ACN 117 371 418;

**Record Date** means 7.00 pm (Brisbane time) on 28 November 2016;

**Scaleback** means the procedure by which the applications for New Shares are scaled back, details of which are set out in section 10;

**Share** means one fully paid ordinary share in the issued capital of Onterran and **Shares** means any two or more of them;

**Share Purchase Plan** or **SPP** means this document; and

**Shareholder** means a shareholder of Onterran.

## 2. Interpretation

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For the purposes of interpreting the SPP, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (c) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the SPP;
- (d) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment);
- (e) reference to \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (f) words or phrases defined in the Corporations Act have the same meaning in this SPP.

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ABN 52 117 371 418

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1300 554 474  
From outside Australia: +61 1300 554 474  
ASX Code: OTR  
Website: www.linkmarketservices.com.au

**SRN/HIN:**

**Entitlement Number:**

**Record Date:** 28 November 2016

**Offer Opens:** 2 December 2016

**Offer Closes**  
**5:00pm (Brisbane time): 21 December 2016**

**SHARE PURCHASE PLAN ("SPP") APPLICATION FORM**

**How do I apply for Shares under this offer?**

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

**PAYMENT OPTIONS**

**Option 1: Paying by BPAY®**

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Brisbane time) on 21 December 2016. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Onterran Limited receives an amount which is not equal to either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000, Onterran Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.

	<b>Billers Code:</b> 231514
	<b>Ref:</b>

**Telephone & Internet Banking – BPAY®**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au  
© Registered to BPAY Pty Ltd ABN 69 079 137 518

**Option 2: Paying by Cheque, Bank Draft or Money Order**

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Onterran Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000, Onterran Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*



**SRN/HIN:**

**Entitlement Number:**



**A** I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/> A\$1,000 OR	<input type="checkbox"/> A\$3,000 OR	<input type="checkbox"/> A\$5,000 OR	<input type="checkbox"/> A\$7,000 OR	<input type="checkbox"/> A\$9,000 OR	<input type="checkbox"/> A\$11,000 OR	<input type="checkbox"/> A\$13,000 OR	<input type="checkbox"/> A\$15,000
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**B** Make your cheque, bank draft or money order payable to "Onterran Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

**C** Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Onterran Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Onterran Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Onterran Limited may scaleback applications in its discretion.

SAMPLE

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Onterran Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

or

#### Hand Delivery

Onterran Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Brisbane time) on 21 December 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Onterran Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require further information regarding the Share Purchase Plan offer, please contact Lachlan McIntosh at Onterran Limited on 07 3668 0600.**