



15 November 2019

Companies Announcements Office
ASX Limited
10th Floor, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Share Purchase Plan Supplementary Prospectus

The Company did not make an admission for quotation of securities offered under the Share Purchase Plan Prospectus ("Prospectus") dated 6 November 2019 within seven days after the date of the Prospectus.

In order to comply with the *Corporations Act 2001* (Cth), the Company has issued a Supplementary Prospectus in accordance with ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 to refresh the period for an application for the admission to quotation of the securities offered under the Prospectus.

A copy of the Supplementary Prospectus is attached.

Yours sincerely

David Breeze
CHAIRMAN

BPH ENERGY LIMITED
ACN 095 912 002
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This supplementary prospectus (**Supplementary Prospectus**) is dated 15 November 2019 and is supplementary to the prospectus dated 6 November 2019 (**Prospectus**) issued by BPH Energy Limited (ACN 095 912 002) (**Company**).

This Supplementary Prospectus was lodged with the ASIC on 15 November 2019. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

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

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.bphenregy.com.au. The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus to the date of this Supplementary Prospectus.

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.

2. EXTENSION OF TIME AND REFRESH INFORMATION

This Supplementary Prospectus is also 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 (**Instrument**). This Supplementary Prospectus has been prepared to refresh the period for an application for the admission to quotation of the Shares offered under the Prospectus from seven days after the date of the Prospectus to seven days after the date of the Supplementary Prospectus pursuant to the Instrument (**Quotation Condition**).

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 Prospectus was not made within seven days after the date of the Prospectus. The Company will make an application for admission to quotation of Shares offered under the Prospectus within seven days after the date of this Supplementary Prospectus;
- (b) the Shares offered under the Prospectus have not been admitted to quotation as at the date of the Supplementary Prospectus. The ASX has not indicated that the Shares will not be admitted to quotation;
- (c) as set out in Section 3.2 of this Supplementary Prospectus, an application for admission to quotation of Shares offered under the Prospectus and this

Supplementary Prospectus will be made within seven days after the date of this Supplementary Prospectus. The Shares offered pursuant to the Prospectus and this Supplementary Prospectus must be admitted to Official Quotation on or before the expiration of three months after the date of issue of this Supplementary Prospectus; and

- (d) as at the date of this Supplementary Prospectus, the number of Shares for which applications have been received under the SPP Offer is 21,420,004 Shares.

3. AMENDMENTS TO THE PROSPECTUS

3.1 Timetable

The Board wishes to advise that the Closing Date of the Offers has been extended until 5:00pm (WST) on 13 December 2019.

Accordingly, the Timetable as set out on page 2 of the Prospectus is amended as follows:

KEY DATES – INDICATIVE TIMETABLE*

Lodgement of Prospectus with the ASIC	6 November 2019
Opening Date of the SPP Offer	6 November 2019
Lodgement of Supplementary Prospectus	15 November 2019
Closing Date for SPP Offer*	16 December 2019
Issue of Shares under the SPP Offer	17 December 2019
Trading commences for Shares issued pursuant to the Offer	18 December 2019

**The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Dates (or one or more of them) without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Shares to Applicants.*

3.2 ASX Listing

Section 3.10 of the Prospectus is deleted and replaced with the following:

Application for Official Quotation of the Shares offered pursuant to the Prospectus and this Supplementary Prospectus will be made within seven days after the date of the Supplementary Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to the Prospectus before the expiration of 3 months after the date of issue of this Supplementary Prospectus, (or such period as varied by the ASIC), the Company will not issue any and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered.

4. WITHDRAWAL OF PREVIOUS APPLICATIONS

If you applied for Shares under the 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 before 16 December 2019.

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 to the address set out below so that it is received within one month of the date of the Supplementary Prospectus (i.e. **by close of business on 16 December 2019**):

**Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009**

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.

5. NEW APPLICATIONS

Applications for Shares under the Offers after lodgement of the Supplementary Prospectus **must** be made using the Supplementary Application Form attached to or accompanying the Supplementary Prospectus. Applications after the date of the Supplementary Prospectus **must not** be made on the Application Forms attached to or accompanying the Prospectus and any such applications will not be valid.

6. 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 Prospectus have not withdrawn that consent.

7. 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.



**David Breeze
Executive Chairman
For and on behalf of
BPH ENERGY LIMITED**