



12 12 2019

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

Supplementary Prospectus and confirmed closing date 16th December

Dear Sir/Madam,

BPH Energy Ltd (ASX: BPH) (the Company) has issued a Supplementary Prospectus. A copy of the Second Supplementary Prospectus lodged with ASIC today and dated 13 12 2019 is attached .

The Second Supplementary Prospectus has an update of the purpose and effect of the offer .The Company wishes to confirm that the closing date of the Offer is the 16th December and confirms the Offer will not be extended further .

Applicants who wish to participate in the Share Purchase Plan should please complete their applications and provide the application monies before 5pm WST on Monday December 16th .

Yours sincerely

A handwritten signature in black ink, appearing to read "D. Breeze", followed by a period.

David Breeze
Chairman

1. IMPORTANT INFORMATION

This is a second supplementary prospectus (**Second Supplementary Prospectus**) which is intended to be read with the prospectus dated 6 November 2019 and the initial supplementary prospectus dated 15 November 2019 (**First Supplementary Prospectus**) (the prospectus and the First Supplementary Prospectus collectively referred to in this document as the **Prospectus**) issued by BPH Energy Limited (ACN 095 912 002) (**Company**).

This Second Supplementary Prospectus was lodged with the ASIC on 13 December 2019. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second 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 Second Supplementary Prospectus. To the extent of a conflict between the Prospectus and the Initial Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be accessed from the website of the Company at www.bphenergy.com.au. This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisors.

2. Update of purpose and effect of the offer

Purpose of the Offer

The proposed use of funds raised from the SPP Offer table as set out at Section 4.1 of the Prospectus is amended as follows:

The funds raised from the SPP Offer are planned to be used in accordance with the table set out below:

Proceeds of the SPP Offer	Full Subscription (\$)	%
Advent	\$195,000	32.5%
Cortical and MDS	\$175,000	29.20%
Maximum off-set amount ²	\$90,000	15%
Administration and corporate costs	\$65,000	10.8%
Expenses of the Offer ¹	\$38,000	6.33%
General working capital	\$37,000	6.16%
Total	\$600,000	100%

Notes:

1. Refer to Section 7.8 of this Prospectus for further details relating to the estimated expenses of the SPP Offer.
2. The amount of funds raised will be reduced by \$90,000 due to the agreed offset arrangements for debts owed by the Company to each of the Directors. The Company has agreed to issue Mr David Breeze, Mr Anthony Huston and Mr Charles Maling each with their maximum entitlements under the SPP Offer in the amount of \$30,000 each.

3.

CONSENTS

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

4.

Directors' AUTHORISATION

This Second 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