

**GB ENERGY LIMITED  
ACN 118 758 946**

**OFFER DOCUMENT  
RIGHTS ISSUE**

**Non-renounceable pro rata entitlement to 1 New Share for every 4 Shares held  
at an issue price of 0.3 cents per New Share to raise up to approximately \$565,368**

**Offer closes at 5.00pm WST on 16 June 2015**

**This Offer Document is not a prospectus.** It does not contain all of the information that an investor would find in a prospectus or which may be required to make an informed decision regarding, or about the rights attaching to, the New Shares.

You should read the entire document before deciding whether to accept the offer of New Shares. If you have any questions about the Offer or the action you should take, you should speak to your professional adviser.

## **IMPORTANT NOTICE**

This Offer Document has been prepared by GB Energy Limited and is issued pursuant to the requirements of section 708AA of the Corporations Act, as modified, for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document is dated 4 June 2015 and was lodged with ASX on this date.

This document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. Nevertheless this document contains important information and requires your immediate attention. It should be read in its entirety. If you are in any doubt as to how to deal with this Offer Document, you should consult your professional adviser as soon as possible.

### **Information about the Company**

The Company is listed on ASX, and our Shares are granted official quotation by ASX. In preparing this Offer Document, we have had regard to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. Information about the Company is publicly available and can be obtained from ASIC and ASX. This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company. You should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares.

### **Not investment or financial product advice**

The information in this document is not investment or financial product advice, does not purport to contain all the information that you require in evaluating a possible acquisition of New Shares in the Company and has been prepared without taking into account the investment objectives, financial situation, tax position and needs of you or any particular investor.

Before deciding whether to apply for New Shares, you should conduct your own independent review, investigation and analysis of the Company and New Shares in light of your personal circumstances (including financial and taxation issues). You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

### **Overseas shareholders**

The Company has reviewed the register of Shareholders of the Company and has determined that this document will only be sent to Shareholders with a registered address in Australia or New Zealand on the Record Date. This document may not be distributed and does not constitute an offer in any other jurisdiction unless otherwise determined by the Company.

### **Disclaimer of representatives**

No person is authorised to give any information or to make any representation, in connection with the Rights Issue that is not contained in this Offer Document. Any information or representation that is not in this Offer Document may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Rights Issue.

Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on the investment made pursuant to this Offer Document.

### **Financial data**

All dollar values are in Australian dollars (\$).

### **Defined terms**

Terms used in this Offer Document are defined in the Glossary. The words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Mr Graeme Kirke (Executive Chairman)  
Mr Stuart Rechner (Non-Executive Director)  
Mr Patrick Glovac (Non-Executive Director)

### **COMPANY SECRETARY**

Ms Anna MacKintosh

### **REGISTERED OFFICE**

Suite 2, 26 Eastbrook Terrace  
East Perth, WA, 6004

Tel: +61 8 6555 0322  
Fax: +61 8 9325 1238  
[www.gbenergy.com.au](http://www.gbenergy.com.au)

### **SOLICITORS**

Fairweather Corporate Lawyers  
595 Stirling Highway  
Cottesloe WA 6011

### **SHARE REGISTRY \***

Advanced Share Registry Services  
110 Stirling Highway  
Nedlands, WA, 6009

Tel: +61 8 9389 8033  
Fax: +61 8 9262 3723

\* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Offer Document.

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## 1. KEY INFORMATION

SUMMARY OF RIGHTS ISSUE OFFER	
<b>Offer</b>	1 New Share for every 4 Shares held on the Record Date. See Section 3.1.
<b>Issue Price</b>	0.3 cents per New Share. See Section 3.1.
<b>Number of New Shares to be issued</b>	<p>Up to approximately 188,455,844 New Shares will be issued at Full Subscription.</p> <p>The precise number of New Shares to be issued is not known and will vary depending on the number of Shares applied for under the Offer. See Section 3.3.</p>
<b>Funds raised</b>	<p>Up to approximately \$565,368 will be raised by the Rights Issue at Full Subscription.</p> <p>The precise amount of funds that will be raised is not known and will vary depending on the number of Shares applied for under the Rights Issue. See Section 3.1.</p>
<b>Minimum Subscription</b>	Minimum Subscription under the Rights Issue is \$250,000. The Directors have advised the Company they intend to take up their full Entitlement, which together total \$85,090. See Sections 3.7 and 4.2.
<b>Use of funds</b>	<p>At Minimum Subscription, funds (including existing funds) are intended to be used:</p> <ul style="list-style-type: none"><li>• to explore the Company's Stuart Shelf Copper-Gold-Uranium Project;</li><li>• to identify and evaluate new project opportunities;</li><li>• for general working capital; and</li><li>• to pay the costs of the rights issue process.</li></ul> <p>In the event that greater than Minimum Subscription is raised, funds will be applied as set out in Section 3.2.</p>
<b>Entitlement to participate in Rights Issue</b>	All Eligible Shareholders on the Record Date are entitled to participate in the Rights Issue. See Section 3.4.
<b>Not Underwritten</b>	The Rights Issue is not underwritten. See Section 3.8.
<b>No Shortfall facility</b>	There is no Shortfall facility. See Section 3.9.
<b>Risks</b>	The Rights Issue should be considered highly speculative as the Company is focusing on exploring the Stuart Shelf Copper-Gold-Uranium Project in South Australia and identifying and evaluating new project opportunities. Some of the specific risks to an investment in the Company are future capital needs and additional funding risk, new project risk, exploration risk, development and mining risk, commodity price volatility risk and reliance on key personnel risk. See Section 5.
<b>The potential effect of the Rights Issue on control of the Company</b>	The Company is of the view that the Rights Issue will not materially affect the control of the Company. See Section 4.1.

## 2. TIMETABLE

Event	Date
Pro-rata Offer announced	25 May 2015
Shares quoted on an "ex" basis (date from which the Shares commence trading without the entitlement to participate in the Offer).	28 May 2015
Record Date (date for identifying Shareholders entitled to participate in the Offer).	1 June 2015
Offer Document with Entitlement Form sent to Eligible Shareholders	4 June 2015
Offer opens	4 June 2015
Closing Date (last date for lodgement of Entitlement Forms and Application Money)	16 June 2015
Trading of New Shares commences on a deferred settlement basis	17 June 2015
Company to notify ASX notified of the Shortfall (if any)	19 June 2015
Issue of New Shares and issue of transaction confirmation statements for New Shares	23 June 2015
Normal trading of New Shares on ASX	24 June 2015

The timetable outlined above is indicative only and subject to change. The Directors reserve the right to vary these dates including the Closing Date, subject to the Listing Rules and the Corporations Act. The Directors also reserve the right not to proceed with the whole or part of the Rights Issue at any time prior to the issue of New Shares. In that event, the Application Money will be returned without interest.

### 3. DETAILS OF THE RIGHTS ISSUE

#### 3.1 The Rights Issue

Eligible Shareholders are invited to participate in a non-renounceable pro rata entitlements rights issue on the basis of 1 New Share for every 4 Shares (1:4) held as at the Record Date (5.00pm WST on 1 June 2015), at an issue price of 0.3 cents per New Share.

The Company currently has 753,823,375 Shares on issue. There are no Options on issue. Based on the current capital structure of the Company, up to 188,455,844 New Shares will be issued under the Offer to raise up to \$565,368 (before the costs of the issue).

The New Shares will rank equally in all respects with existing Shares.

#### 3.2 Purpose and use of proceeds

The Company has current funds of approximately \$430,000. The Rights Issue will increase the total number of Shares on issue and increase our cash reserves by up to \$565,368 (before costs).

The table below sets out the proposed application of funds (both current and new funds under the Rights Issue). The table assumes both Minimum Subscription and a full take-up of Entitlements.

<b>Funds Available</b>	<b>Minimum Subscription (\$250,000)</b>	<b>Full Subscription<sup>1</sup> (\$565,368)</b>
Cash on hand at the date of this Offer Document	\$430,000	\$430,000
Funds raised under the Offer <sup>1</sup>	\$250,000	\$565,368
<b>Total funds available</b>	<b>\$680,000</b>	<b>\$995,368</b>
<b>Use of Funds</b>	<b>Amount</b>	<b>Amount</b>
Explore Stuart Shelf Copper-Gold-Uranium Project	\$100,000	\$200,000
Identify and evaluate new project opportunities <sup>2</sup>	\$50,000	\$100,000
General working capital <sup>3</sup>	\$515,600	\$677,748
Expenses of the Offer	\$14,400	\$17,620
<b>Total</b>	<b>\$680,000</b>	<b>\$995,368</b>

1. Full Subscription assumes that the Offer is fully subscribed and all New Shares under the Rights Issue are issued.
2. The Company intends to continue to identify and evaluate new project opportunities which includes resource and non-resource opportunities. The costs include due diligence costs on such opportunities.
3. General working capital includes corporate administration and operating costs and may be applied to directors fees, ASX and share registry fees, legal, tax, audit and corporate advisory fees, insurance and travel costs.
4. This table is a statement of our proposed application of the funds raised as at the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.
5. In the event that moneys are received beyond Minimum Subscription (\$250,000), the net funds are intended to be applied in the first instance to the Stuart Shelf Project (\$100,000), then to identify and evaluate new project opportunities (\$50,000) and then any balance to working capital.

### 3.3 Capital structure

The Company has no Options on issue. The effect of the Offer on the Company's issued share capital at Minimum Subscription and Full Subscription is shown in the following table:

Shares	Minimum Subscription	Full Subscription
Existing Shares	753,823,375	753,823,375
New Shares issued under Rights Issue	100,000,000	188,455,844
<b>Total Shares on issue after completion of the Rights Issue</b>	<b>853,823,375</b>	<b>942,279,219</b>

### 3.4 Eligible Shareholders

The Rights Issue is available to all Shareholders whose registered address on the Record Date is situated in Australia or New Zealand. As a non-renounceable offer, Eligible Shareholders may not sell or otherwise dispose of their rights to apply for New Shares under the Offer.

### 3.5 Entitlements

Only Eligible Shareholders may apply for New Shares under the Offer. The Entitlement to participate will be determined on the Record Date. The number of New Shares to which you are entitled is shown on the personalised Entitlement Form which accompanies this Offer Document. Fractional Entitlements will be rounded up to the nearest whole number.

You are encouraged to apply for New Shares as early as possible. To apply for the New Shares under the Offer, you must complete your Entitlement Form and lodge it together with payment for the New Shares by no later than the Closing Date (5pm WST on 16 June 2015). Please see Section 6 of this Offer Document for further information regarding the acceptance of the Offer.

The Offer will lapse if you do not accept your Entitlement by the Closing Date.

### 3.6 Closing Date

We will accept applications from the Opening Date until 5pm (WST) on 16 June 2015 or such other date as the Directors may determine, subject to the requirements of the Corporations Act and the Listing Rules.

### 3.7 Minimum Subscription

Minimum Subscription under the Rights Issue is \$250,000. The Directors have advised the Company they intend to take up their full Entitlement, which together totals \$85,090 (see Section 4.2).

### 3.8 Not Underwritten

The Rights Issue is not underwritten.

### 3.9 No Shortfall Facility

Any New Shares not applied for by Eligible Shareholders under the Rights Issue will form the Shortfall. There is no Shortfall facility as part of the Offer. Neither Eligible Shareholders nor any other parties may subscribe for Shortfall.

### 3.10 Continuous Disclosure Obligations

The Company is a "*disclosing entity*" (as defined in Section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX



and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website [www.gbenergy.com.au](http://www.gbenergy.com.au) or the ASX [www.asx.com.au](http://www.asx.com.au).

## 4. EFFECT OF RIGHTS ISSUE ON CONTROL AND DIRECTOR PARTICIPATION

### 4.1 Effect on Control

The effect of the Rights Issue on the control of the Company, and the consequences of that effect, will depend upon a number of factors, including the level of take up from Eligible Shareholders. The primary consequences will be as follows:

- (a) If all Eligible Shareholders as at the Record Date take up their full Entitlement, the Rights Issue will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company subject only to changes resulting from Excluded Shareholders being unable to participate in the Rights Issue.
- (b) In the more likely event that not all Eligible Shareholders subscribe for their full Entitlement (ie there is a Shortfall), Eligible Shareholders who do not subscribe for their full Entitlement under the Rights Issue and Excluded Shareholders unable to participate in the Rights Issue will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement. The extent of the dilution will depend on the degree to which Eligible Shareholders take up their Entitlement. The maximum dilution if you do not take up your Entitlement will approach 20% if nearly all Eligible Shareholders other than you take up their full Entitlement. The Directors have advised the Company that they intend to take up their full Entitlement.
- (c) By reason of existing shareholdings in the Company and the structure of the Rights Issue (including that no Shortfall will be offered), no Shareholder can increase their voting power beyond 20% by reason of the Rights Issue.

By reason of the above, the Company is of the view that the Rights Issue will not materially affect the control of the Company.

### 4.2 Directors' Interests and Participation

The relevant interest of each of the Directors in the securities of the Company as at the date of this Offer Document together with their respective Entitlement is set out in the table below.

Director	Shares	Entitlement Shares <sup>1</sup>	Entitlement Moneys \$
Graeme Kirke	81,577,920	20,394,480	\$61,183
Stuart Rechner	9,375,000	2,343,750	\$7,031
Patrick Glovac	22,500,000	5,625,000	\$16,875

Notes:

- 1. The Directors have advised the Company that they intend to take up their full Entitlement.

## **5. RISK FACTORS**

### **5.1 Introduction**

Applicants should be aware that an investment in the Company is highly speculative as the Company is focusing on exploring the Stuart Shelf Copper-Gold-Uranium Project in South Australia and identifying and evaluating new project opportunities. The opportunities include resource and non-resource opportunities.

The resource exploration and development activities of the Company and any new projects are subject to various risks that may impact on the future performance of the Company. The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration, development and any mining activities and an ability to fund those activities.

The specific risks below are some of the risks to the Company of a specific nature by reason of its involvement in the resources industry and risks that may arise from any new projects. The general investment risks below are some of the risks to the Company of a general economic nature.

### **5.2 Specific risks**

#### **Future capital needs and additional funding**

The funds raised by the Offer will be used to carry out the Company's objectives as detailed in this Offer Document and the Company's announcements to ASX. The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

This future funding risk will be highlighted if only Minimum Subscription under this Offer (or not much more than Minimum Subscription) is achieved.

Section 3.2 outlines how the Company intends to use funds at Minimum Subscription, as funds are raised up to Full Subscription and at Full Subscription.

#### **New Project Risk**

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource or non-resource projects. Projects may be located in Australia or overseas. Should a suitable new business opportunity be identified, it will then need to be assessed for its technical, legal and commercial suitability. The Directors intend to consider whether there is a favourable risk-reward equation and whether an asset or project has quality management in place or has the ability to attract such management.

There can be no guarantees that any proposed acquisition of a new business or project will be completed or will be successful. Identification of a business or project can take considerable time and consume significant cash resources.

For example, the acquisition of new business opportunities (whether completed or not) may require payment of moneys (as a deposit or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. If any proposed acquisition is not completed, moneys already advanced may not be recoverable.

Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the risks associated with operating a new business or project will also apply. As stated, any project

may be in the resource or non-resource sector. The acquisition of any project is likely to be subject to Shareholder approval and the ASX may require the Company to re-comply with the admission requirements in Chapters 1 and 2 of the Listing Rules as a condition precedent to any project acquisition.

## **Exploration**

Investors should understand that resource exploration and development is by its nature a high risk undertaking. There can be no assurance that the Company's exploration of its Stuart Shelf Project tenements (including for copper, gold and uranium) or any other exploration projects that may be acquired in the future will result in the discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

## **Development and mining**

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, unseasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from any third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents.

## **Commodity price volatility**

The Company is seeking to develop projects which will be reliant on the prices of various commodities including copper, gold and uranium.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, forward selling by producers and production cost levels, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

## **Reliance on key personnel**

The Company's success largely depends on the core competencies of its Directors and any management and their familiarisation with, and ability to operate in, the resource and development industries.

## **Resource estimations**

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

Additionally, resource estimates may change over time as new information becomes available. If the Company encounters mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

## **Title**

All of the tenements or licences in which the Company has or may earn an interest in will be subject to applications for renewal or grant (as the case may be). The renewal or grant of the terms of each tenement or licence is usually at the discretion of the relevant government authority.

Additionally, tenements are subject to a number of State specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The inability to meet these conditions could affect the standing of a tenement or restrict its ability to be renewed.

If a tenement or licence expires, is not renewed or granted, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

## **Native title and land access**

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is a significant uncertainty associated with native title in Australia and this may impact upon the Company's operations and future plans.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

## **Uranium Licensing and Government Regulation**

Uranium exploration and mining are subject to various rules and regulations which may include exploration, development, production, taxes and royalties, labour standards, occupational health, waste disposal, environmental obligations, mine safety, toxic and radioactive substances, native title and other matters.

Compliance with such laws and regulations in particular, increases the costs of doing business and affects profitability in the event of production. There is a risk that new rules and regulations will be enacted or existing rules and regulations are applied in a manner which could limit or curtail future production or development.

## **Environmental**

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

### 5.3 General investment risks

#### **Securities investments and share market conditions**

There are risks associated with any securities investment. The trading prices of securities trade fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

#### **Economic risk**

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

#### **Legislative**

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies in Australia may adversely affect the financial performance of the Company.

## **6. ACTION REQUIRED BY SHAREHOLDERS**

### **6.1 Acceptance of Offer**

The number of New Shares to which you are entitled is shown on the Entitlement Form accompanying this Offer Document. If you are an Eligible Shareholder, you may:

- take up your Entitlement in full or in part; or
- allow your Entitlement to lapse.

Acceptance of the Offer must not exceed the Entitlement as shown on the Entitlement Form. The Directors reserve the right to reject any applications for New Shares that are not made in accordance with the terms of this Offer Document or the instructions on the Entitlement Form.

### **6.2 Taking up your Entitlement in full or in part**

If you wish to accept your Entitlement in full or in part either:

- complete the Entitlement Form for the number of New Shares you wish to take up in accordance with the instructions on the form. Return your completed form, together with the Application Money to the Company's share registry (see Section 6.5 below). It must be received by no later than the Closing Date (5pm WST on 16 June 2015);

OR

- make a payment of 0.3 cents for each New Share you wish to apply for by BPAY in accordance with the instructions on the Entitlement Form by no later than the Closing Date (5pm WST on 16 June 2015).

### **6.3 Allowing your Entitlement to lapse**

If you do not wish to take up any of your Entitlement under the Offer, then you do not need to take any action. If you do nothing then your Entitlement will lapse.

Although you will continue to own the same number of Shares, your percentage shareholding in the Company will be diluted.

### **6.4 Payment for New Shares**

The issue price of 0.3 cents per New Share is payable in full on application.

All payments are to be made in Australian currency by cheque or by BPAY.

Cheques should be drawn on an Australian branch of a financial institution, made payable to "*GB Energy Limited – Share Application Account*" and crossed "*Not Negotiable*".

BPAY payments should be made in accordance with the instructions on the Entitlement Form using the BPAY Biller Code and Customer Reference Number shown on the form. You are not required to return the Entitlement Form if you use BPAY to pay the Application Money. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by the Closing Date. The Customer Reference Number is used to identify your holding. If you have multiple holdings you will receive multiple Customer Reference Numbers. You must use the Customer Reference Number shown on each Entitlement Form to pay for each holding separately. If you pay by BPAY and do not pay your full Entitlement, your remaining Entitlement will lapse. Your completed BPAY acceptance, once paid, cannot be withdrawn. We do not accept any responsibility for incorrectly completed BPAY payments.

## 6.5 Address details and enquiries

Completed Entitlement Forms and cheques for the Application Money (if not paying by BPAY) should be mailed to the postal address or delivered by hand to the delivery address set out below by no later than the Closing Date (5pm WST on 16 June 2015):

**Postal address:**

GB Energy Limited  
c/- Advanced Share Registry Services  
PO Box 1156  
Nedlands WA 6909

**Delivery address:**

GB Energy Limited  
c/- Advanced Share Registry Services  
110 Stirling Highway  
Nedlands WA 6009

You should ensure that your Entitlement Form (and Application Money) is sent early to ensure that they arrive at the postal or delivery address specified above by the Closing Date. If we receive your Entitlement Form after the Closing Date, the Directors may, at their discretion, accept or reject your Application. If we reject your Application, we will refund your Application Money in full without interest.

## 6.6 Issue of New Shares and quotation on ASX

New Shares under the Rights Issue will be issued as soon as practicable after the Closing Date. It is expected that New Shares will be allotted and that transaction confirmation statements will be sent to you by 23 June 2015. However, if the Closing Date is extended then the date for allotment and posting may also be extended.

Application for official quotation by ASX of the New Shares offered under this Offer Document has been made. If permission for quotation is not granted by ASX, the New Shares will not be allotted and Application Money will be refunded (without interest) as soon as practicable.

It is your responsibility to confirm your holdings before trading in New Shares. Any person who sells New Shares before receiving confirmation of their holding will do so at their own risk. The Company and the share registry disclaim all responsibility to any person who trades in New Shares before receiving their confirmation statement.

Application Money will be held in trust in a separate bank account on behalf of each Eligible Shareholder until the New Shares are issued. If necessary, Application Money will be refunded as soon as reasonably practicable, without interest. Interest earned on the Application Money will be retained by the Company, regardless of whether New Shares are issued under the Offer.

The Directors may at any time decide to withdraw this Offer Document and the offers made under the Rights Issue, in which case the Company will return all Application Money (without interest) as soon as practicable.

## 6.7 Excluded Shareholders

The Offer under the Rights Issue is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is situated outside Australia or New Zealand). The Rights Issue does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

In making this decision, the Directors have taken into account the small number of Excluded Shareholders and the cost and administrative complexity of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Offer Document has not been registered, filed with or approved by any New Zealand regulatory authority. This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.



Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) are responsible for ensuring that any dealing with their Entitlement and any New Shares issued do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Offer Document or the Entitlement Form.

The making of an Application (whether by the return of a duly completed Entitlement Form or the making of a BPAY payment or otherwise) will constitute a representation that there has been no breach of such laws or regulations. Shareholders who are nominees, custodians or trustees are therefore advised to seek independent advice as to how they should proceed.

## **6.8 Taxation**

There may be taxation implications in relation to the Rights Issue and subscribing for New Shares. These taxation implications vary depending on your individual circumstances. You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Rights Issue or the New Shares.

## 7. GLOSSARY

Where the following terms are used in this Offer Document they have the following meanings:

<b>Applicant</b>	A person who makes an Application.
<b>Application</b>	An application to subscribe for New Shares under this Offer Document.
<b>Application Money</b>	Money payable by Eligible Shareholders in respect of New Shares applied for under this Offer Document.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as applicable.
<b>Board</b>	The board of directors of the Company.
<b>Closing Date</b>	The last day for payment and return of Entitlement Forms, being 5.00pm (WST) on 16 June 2015 or such other date as may be determined by the Directors.
<b>Company</b>	GB Energy Limited (ACN 118 758 946).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Director</b>	A director of the Company.
<b>Eligible Shareholder</b>	Shareholders with a registered address in Australia or New Zealand as at the Record Date.
<b>Entitlement</b>	The number of New Shares that an Eligible Shareholder may apply for under the Offer, as determined by the number of Shares held on the Record Date.
<b>Entitlement Form</b>	The entitlement and acceptance form accompanying this Offer Document.
<b>Excluded Shareholder</b>	A Shareholder whose registered address is not in Australia or New Zealand.
<b>Full Subscription</b>	The maximum amount to be raised under the Offer being the sum of \$565,368.
<b>Issue Price</b>	0.3 cents per New Share.
<b>Listing Rules</b>	The official listing rules of ASX, as amended or waived by ASX from time to time.
<b>Minimum Subscription</b>	The sum of \$250,000.
<b>New Share</b>	A Share to be issued under this Offer Document.

<b>Offer</b>	The offer to Eligible Shareholders of New Shares under the Rights Issue.
<b>Offer Document</b>	This offer document.
<b>Option</b>	An option to acquire a Share.
<b>Record Date</b>	5.00pm (WST) on 1 June 2015.
<b>Rights Issue</b>	The pro-rata non-renounceable offer conducted pursuant to this Offer Document under which up to approximately 188,455,844 New Shares will be offered to Eligible Shareholders on the basis of 1 New Share for every 4 Shares held at the Record Date at the Issue Price.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	A registered holder of Shares.
<b>Shortfall</b>	The number of New Shares not applied for under the Rights Issue before the Closing Date.
<b>WST</b>	Western Standard Time.