

Alligator Energy Limited

ACN 140 575 604

Rights Issue Offer Document

Pursuant to S708AA(2) *Corporations Act*

2001 (Cth)

A non-renounceable rights issue to existing shareholders of Alligator Energy Limited of 1 New Share at an issue price of \$0.04 each for every 3.5 Shares held to raise up to approximately \$2,702,985 before costs of the Offer.

The Offer is fully underwritten by Taylor Collison Limited.

Important notice

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document. The New Shares offered by this document should be considered speculative.

This document should be read in its entirety. If after reading this document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional advisor.

Important Information

Key dates for investors

Record Date for determining entitlements under the Issue: 11 August 2014
Offer Opens: 14 August 2014
Offer Expected to Close: 28 August 2014
Expected Date for Despatch of New Shareholding statements: 5 September 2014
Commencement of trading of New Shares on ASX: 5 September 2014

Further details regarding the timetable for the Offer are set out in section 1.6. All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the Offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

Offer statistics

Number of New Shares to be issued: up to 67,574,625*
Issue Price:\$0.04

*Excludes any New Shares which may be issued in the event that any Existing Options are exercised prior to the Record Date.

Important notice

The offer made pursuant to this Offer Document is for a rights issue of continuously quoted securities (as defined in the *Corporations Act 2001* (Cth) (*Corporations Act*)) of the Company. This rights issue Offer Document is not a disclosure document for the purposes of Chapter 6D of the *Corporations Act*. The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the *Corporations Act* pursuant to section 708AA of the *Corporations Act*. Accordingly, the level of disclosure contained in this Offer Document is significantly less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to the ASX and should consult their professional advisors before deciding whether to accept the Offer.

This Offer Document is dated 5 August 2014 and was lodged with the ASX on that date. The ASX does not take any responsibility for the contents of this Offer Document.

Securities will only be issued on the basis of this Offer Document in accordance with the terms set forth in this Offer Document.

As at the date of this Offer Document, the Company has complied with:

- the provisions of Chapter 2M of the *Corporations Act*, as they apply to the Company; and
- section 674 of the *Corporations Act*.

Excluded information

As at the date of this Offer Document the Company is not aware of any excluded information of the kind which would require disclosure in this Offer Document pursuant to subsections 708AA (8) and (9) of the *Corporations Act* except for the information disclosed in section 2.2.

Foreign Shareholders

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, in which the Company's Shareholders may reside. The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who

come into possession of this Offer Document should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

The Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The Company has decided that it is unreasonable to make offers under the Issue to Shareholders with registered addresses outside Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia and New Zealand.

New Zealand

The New Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978 (New Zealand)*. This 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.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation in connection with the Offer not contained in this Offer Document may not be relied on as having been authorised by the Company or its officers. This Offer Document does not provide investment advice or advice on the taxation consequences of accepting the Offer. The Offer and the information in this Offer Document, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

How to accept Entitlement to New Shares

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is accompanying this Offer Document or making payment of Acceptance Monies by BPAY® in accordance with the instructions set out in this Offer Document and on the Entitlement and Acceptance Form.

This Offer Document is available in electronic form on the Internet at www.alligatorenergy.com.au. If you wish to obtain a free copy of this Offer Document, please contact the Company on (07)3852 4712 or by email at info@alligatorenergy.com.au

Enquiries

If you are an Eligible Shareholder and have any questions in relation to the Offer, please contact your stockbroker or professional adviser. If you have questions in relation to the Shares upon which your Entitlement has been calculated, or how to complete the Entitlement and Acceptance Form, take up your Entitlement, please call the Share Registry on:

- (08) 9315 2333 for callers within Australia; or
- +61 8 9315 2333 for overseas callers or email: registrar@securitytransfer.com.au

Deciding to Accept the Offer

No person named in this Offer Document, nor any other person, guarantees the performance of the Company, the repayment of capital or the payment of a return on the New Shares.

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarized in section 4. This Offer Document is an important document and you should read it in full before deciding whether to invest pursuant to the Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: www.alligatorenergy.com.au.

Terms used

A number of terms and abbreviations used in this Offer Document have defined meanings, which are explained in the Definitions and Glossary in section 6.

Money as expressed in this Offer Document is in Australian dollars unless otherwise indicated.

Forward Looking Statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

Competent Person Statement

Information contained in this Offer Document for projects of the Company located in the Northern Territory is based on information compiled by Mr Rob Sowerby who is a Member of The Australasian Institute of Geoscientists. Mr Sowerby is CEO and Director of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration in this Offer Document, and to the activity for which he is qualifying as a Competent Person as defined by the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Sowerby consents to the inclusion in this Offer Document of the matters based on his information in the form and context in which it appears.

Chairman's letter

5 August 2014

Dear Shareholder,

On behalf of the Directors I am pleased to invite you to take up your entitlement to new ordinary fully paid shares (**New Shares**) in Alligator Energy Limited (**the Issue**).

The Company is making a non-renounceable rights issue of 1 New Share at \$0.04 per New Share for every 3.5 ordinary shares held in Alligator Energy on the Record Date, to raise up to approximately \$2,702,985 before the costs of this Issue.

The Issue follows completion on 1 August 2014 of the Placement under which 30,750,000 Shares were issued to a group of sophisticated investors raising \$1,230,000 (before costs). Together, the Placement and the Issue will raise \$3,932,985 (before costs).

It is proposed that the funds raised from the Placement and the Issue will be applied to fund drilling and evaluation of the priority targets on the Tin Camp Creek, assess new targets identified by recent geophysical surveys at the Tin Camp Creek Project, fulfil all exploration expenditure commitments in the region, investigate and advance business development opportunities for the Company, to cover the costs of the issue and to provide working capital.

The Issue provides Eligible Shareholders with the opportunity to increase their investment in Alligator Energy Limited at to the same issue price as the issue price under the Placement and a 13% discount to the VWAP for the 10 business days up to 24 July 2014, in addition to participating in the next phase of exploration of Alligator Energy Limited's assets in the Alligator Rivers Uranium Province.

Macallum Group Ltd, who has 2 nominee appointments on the Board, has expressed its intention to take up its Entitlement under the Offer and has also agreed to sub-underwrite part of the Shortfall. The other Directors who hold shares in the Company intend to take up all or a portion of their Entitlement as outlined in the Offer Document.

Pursuant to the Corporations Act, Alligator Energy is not required to prepare a prospectus for the Issue. A summary of the key information with respect to the Issue is set out in this Offer Document. Please read the Offer Document carefully before deciding whether or not to invest. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional advisor.

A personalised Entitlement and Acceptance Form is also attached to this Offer Document. If you are eligible and you wish to accept your Entitlement pursuant to the Issue, you will need to complete the Entitlement and Acceptance Form and return it together with the appropriate application money to the Company's share registry before the closing date of 28 August 2014. Eligible Shareholders can also apply for additional New Shares in excess of their Entitlement, subject to the discretion of the Board and the Underwriter with regards to the scale back and allocation of New Shares applied for in excess of Entitlements.

Taylor Collison is the lead manager and underwriter of the Offer. The Offer is fully underwritten. The Underwriter, in consultation with the Company, will work to place any shortfall to new investors of New Shares not subscribed for by Eligible Shareholders.

On behalf of the Directors, I commend this investment to you.

Yours sincerely,

A handwritten signature in dark ink, reading "John V. Main.", is positioned above a horizontal line. The signature is written in a cursive, slightly stylized font.

John Main
Chairman
Alligator Energy Limited

1. Offer details

1.1 The Offer

This Offer Document is for the non-renounceable rights issue of approximately 67,574,625 New Shares at an issue price of \$0.04 per New Share, on the basis of 1 New Share for every 3.5 Shares held by Eligible Shareholders as at the Record Date.

The Offer is an offer to Eligible Shareholders only.

The Offer is fully underwritten by Taylor Collison Limited (the **Underwriter**).

The issue price of \$0.04 per New Share represents a 13% discount to the 10 day volume-weighted average price for Shares (being \$0.046) as at 24 July 2014, being the day before the intention to conduct a rights issue was announced.

The Issue may be increased by a total of 3,771,429 New Shares if holders of Existing Options which are capable of being exercised prior to the Record Date exercise their Existing Options prior to the Record Date.

On the same date as announcing the Issue, the Company applied to the ASX for the New Shares to be granted Official Quotation on the ASX. Official quotation of the New Shares is expected to occur on or about 5 September 2014.

The Directors may at any time decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document, in which case the Company will return all application monies (without interest) within 28 days of giving notice of such withdrawal.

1.2 Minimum subscription

There is no minimum subscription to the Issue.

1.3 New Share terms

Each New Share will rank equally with all existing Shares then on issue. Full details of the rights and liabilities attaching to the Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

1.4 Acceptance of Entitlement to New Shares

The number of New Shares to which each Eligible Shareholder is entitled is calculated as at the Record Date and is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document. This Offer Document is for the information of Eligible Shareholders who are entitled and may wish to apply for the New Shares. Fractional entitlements will be rounded up to the nearest whole number.

Entitlements to New Shares can be accepted in full or in part or in excess of their Entitlement by completing and returning the Entitlement and Acceptance Form which is attached to this Offer Document in accordance with the instructions set out in Section 1.14 and on the Entitlement and Acceptance Form.

1.5 Purpose of the Issue

The Directors intend to apply the proceeds from the Issue, together with the Placement, to provide funds for drill testing and evaluation of priority targets on the Tin Camp Creek project in the Alligator Rivers Uranium Province, Northern Territory including to:

- (a) Undertaking the drilling of five priority targets at Tin Camp Creek in the second half of 2014;

- (b) Assess new targets identified by recent geophysical surveys at the Tin Camp Creek Project;
- (c) Fulfil all exploration expenditure commitments in the region;
- (d) Investigate and advance business development opportunities for the Company; and
- (e) Provide working capital to the Company generally and fund the costs of the Placement and Rights Issue.

The proceeds from the Issue (assuming it is fully subscribed), together with the Placement is proposed to be allocated in the following manner:

Proposed use of funds	
Costs of issue* (excluding Underwriting Fee and Management Fee)	\$45,000
Underwriting Fee and Management Fee* (See Section 1.9 for details)	\$162,179
Drill testing and evaluation	\$1,995,806
Corporate Overheads	\$500,000
Total	\$2,702,985

** Assumes that the Offer is fully subscribed, and does not take account of brokerage (if any) discussed at section 5.3*

However, in the event that circumstances change or other better opportunities arise the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

1.6 Investment risks

Investors should carefully read the section on Risk Factors outlined in Section 4. An investment of this kind involves a number of risks, a number of which are specific to the Company and the industry in which it operates.

1.7 Important dates

Announcement and lodge Offer Document with ASX	5 August 2014
Section 708AA notice given to ASX	5 August 2014
Notice provided to Option Holders	5 August 2014
Ex Date	7 August 2014
Record Date for the Issue	11 August 2014 7.00 pm (Brisbane time)
Dispatch of Offer Document and Acceptance Form	14 August 2014
Opening Date of Offer	14 August 2014 at 9:00am (Brisbane time)
Closing Date of Offer	28 August 2014 at 5:00pm (Brisbane time)
Issue of New Shares	4 September 2014
Lodgement of section 708A Notice	5 September 2014
Commencement of trading of New Shares on ASX	5 September 2014
Dispatch of New Shares holding statements	5 September 2014

The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time, subject to the *Corporations Act* and the Listing Rules, without notice. The Directors, subject to the requirements of the Listing Rules and the *Corporations Act*, reserve the right to:

- withdraw the Offer without prior notice; or
- vary any of the important dates set out in this Offer, including extending the Offer.

1.8 Directors Intentions in respect of Entitlements

As at the date of this Offer Document, some of the Directors have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director (based on their current holding) and how they intend to treat their Entitlement.

Director	Shares	New Share Entitlement	Intentions
John Main	37,788,444 *	Nil	Refer to Section 3.3 with respect to the intentions of MGL)
Robert Sowerby	6,681,248	1,908,928	To accept Entitlements for 250,000 New Shares
Paul Dickson	1,972,250	563,500	To accept Entitlements
Peter McIntyre	37,788,444 *	Nil	Refer to Section 3.3 with respect to the intentions of MGL)
Andrew Vigar	255,589	73,025	To accept Entitlements

* Shares held by Macallum Group Limited in which both John Main and Peter McIntyre are directors and significant shareholders.

Note: Excludes any Existing Options or entitlement to Shares under the Directors Fee Plan (see notes to table in Section 3.2)

1.9 Underwriting

The Company has executed an agreement with Taylor Collison Limited (**TCL**) dated 28 July 2014 whereby TCL has agreed to fully underwrite the Offer (**Underwriting Agreement**).

The Underwriting Agreement is subject to standard terms and conditions.

Details of the potential interest of the Underwriter in the Company on completion of the Offer are set out in Section 3.3.

The key terms of the Underwriting Agreement are as follows:

- (a) the Company must pay the Underwriter an underwriting fee of 5% of the underwritten amount, a management fee of 1% of the underwritten amount (exclusive of GST) and the reasonable costs and expenses of and incidental to the underwriting;
- (b) the underwriting obligations can be terminated by TCL in a number of circumstances including if:
 - (1) the Offer is withdrawn;

- (2) the Company fails to lodge a supplementary Offer Document at the reasonable request of the Underwriter or lodges a supplementary Offer Document without the Underwriters consent;
 - (3) a material statement in this Offer Document is misleading or deceptive;
 - (4) the Company is prevented from issuing the New Shares within the required timeframe;
 - (5) an application has been made to ASIC for an order in relation to the Offer and that application has not been withdrawn or dismissed;
 - (6) a declaration of unacceptable circumstances has been made by the Takeovers Panel in relation to the Offer (or an application for such a declaration has been made and has not been withdrawn or dismissed) which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company;
 - (7) a director of the Company is charged with an indictable offence which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company;
 - (8) there remains an unremedied default under the Underwriting Agreement which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company;
 - (9) an event occurs which may have a material adverse effect on the outcome of the Offer or the financial position or business operations of the Company;
 - (10) the Company suffers an insolvency event;
 - (11) any specified prescribed occurrence occurs or any other specified corporate action occurs which may have a material adverse effect on the outcome of the Offer or the financial position or business operations of the Company;
 - (12) a change to the capital structure of the Company which is not contemplated by the Offer Document which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company;
 - (13) there is a fall of more than 7.5% in the S&P Materials index from the date of execution of the Underwriting Agreement which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company; or
 - (14) a material adverse change or disruption to the world financial markets which may have a material adverse effect on the outcome of the Offer or the financial position or operations of the Company; and
- (c) the Company gives various warranties, indemnities and covenants in favour of the Underwriter that are considered standard for an agreement of this nature.

1.10 Sub-Underwriting

The Underwriter has executed an agreement with Macallum Group Limited (**MGL**) whereby the Underwriter has agreed to sub-underwrite the Offer to a maximum amount of \$500,000 (**Sub-Underwriting Agreement**).

Details of the potential interest of MGL in the Company on completion of the Offer as a result of the Sub-Underwriting Agreement are set out in Section 3.3.

MGL's obligations under the Sub-Underwriting Agreement will cease on the earlier of:

- (a) MGL applying for its respective allocation of the sub-underwritten amount; or
- (b) the cessation of the Underwriter's obligations under the Underwriting Agreement.

1.11 No rights trading

Entitlements to New Shares pursuant to the Issue are non-renounceable and accordingly will not be traded on the ASX.

1.12 Additional Shares

Entitlements not taken up may become available as Additional Shares. Eligible Shareholders may, in addition to their Entitlements, apply for New Shares over and above their Entitlement at the Offer Price (**Additional Shares**) regardless of the size of their present holding.

It is an express term of the Offer that applicants for Additional Shares will be bound to accept a lesser number of Additional Shares allocated to them than applied for. If a lesser number is allocated to them, excess Acceptance Money will be refunded without interest. The Company, in consultation with the Underwriter, reserves the right to scale back any applications for Additional Shares in their absolute discretion and to ensure that no Shareholder will as a consequence of taking up their Entitlement and being issued any Additional Shares hold a relevant interest of more than 19.99% of all of the Shares in the Company after this Issue.

1.13 Placement of shortfall

Eligible Shareholders can apply for Additional Shares and the Offer is fully underwritten.

If required, the Company intends to actively work with the Underwriter during, and after, the Offer in order to secure commitments to place, and subsequently to place, any Shortfall of New Shares not subscribed for by Eligible Shareholders or unable to be subscribed for by the Underwriter. The terms of the Underwriting Agreement, enable the Underwriter to nominate and determine the parties who will receive the Shortfall.

In the event that there is a Shortfall in subscriptions under the Issue after the allocation of Additional Shares and the operation of the Underwriting Agreement, the Directors reserve the right, as contemplated within the Listing Rules, to allocate any Shortfall of New Shares in their discretion and to conduct a placement of the remaining Shortfall in conjunction with and pursuant to the Underwriting Agreement so as to ensure a maximum amount of funds are raised. They will do so in a manner which will ensure that no Shareholder or other investor (including the Underwriter) will as a consequence of taking up their Entitlement and being issued any Additional Shares or Shortfall hold a relevant interest of more than 19.99% of all of the Shares in the Company after this Issue.

Any Shortfall will be issued within 3 months after the Closing Date at an issue price being not less than the Offer Price.

1.14 How to accept your entitlement

Eligible Shareholders may accept their Entitlement either in whole or in part or in excess of their Entitlement.

The number of New Shares to which Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form which accompanies this Offer Document.

If Eligible Shareholders take no action in respect of their Entitlement they will have no right to subscribe for the New Shares pursuant to this Offer. If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

If you do not take up all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Offer may be issued to the Underwriter or placed by the Directors to third parties. See Sections 1.12 and 3.3 for further details.

Entitlements to New Shares can be accepted in full or in part or in excess of their Entitlement by completing and returning the Entitlement and Acceptance Form which is attached to this Offer Document in accordance with the instructions set out on the Entitlement and Acceptance Form and forwarding the completed Form together with payment for the full amount so as to reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

If you wish to take up all of your Entitlement and apply for Additional Shares, complete the Entitlement and Acceptance Form by inserting the number of New Shares for which you wish to accept the Offer under this Prospectus plus the number of Additional Shares (being more than your Entitlement as specified on the Entitlement and Acceptance Form) in accordance with the instructions set out on the form and ensure that your payment is sufficient to cover the Acceptance Money for both the New Shares under your Entitlement and the Additional Shares in excess of your Entitlement.

Payment may be made by cheque, bank draft or BPAY®. The Issue Price of \$0.04 per New Share is payable in full on acceptance of part or all of your Entitlement.

Cheques should be in Australian currency and made payable to Alligator Energy Limited - Rights Issue Account" and crossed "not negotiable".

Completed Forms and accompanying cheques should be lodged at or forwarded to the following address:

Security Transfer Registrars Pty Ltd	OR	Security Transfer Registrars Pty Ltd
Alligator Energy Limited Entitlement Offer		Alligator Energy Limited Entitlement Offer
PO Box 535, Applecross, WA, 6953		770 Canning Highway, Applecross, WA 6153

Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

If you elect to make payment using BPAY, you must contact your bank, credit union or building society to make payment of the Acceptance Money from your cheque or savings account. Refer to the Entitlement and Acceptance Form for the Biller Code and Customer Reference Number. Eligible Shareholders who have multiple holdings will have multiple Customer Reference Numbers.

No brokerage, handling fees or stamp duty is payable by Applicants in respect of their applications for New Shares under this Offer Document. The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Money will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Acceptance Money will be retained by the Company irrespective of whether allotment takes place.

1.15 Binding effect of Entitlement and Acceptance Form

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for

New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

1.16 Allotment and allocation policy

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares.

In the case that there is less than full subscription by Eligible Shareholders to their Entitlements under this Offer Document, the Underwriting Agreement enables the Underwriter to nominate and determine the parties who will receive the Shortfall. The Directors, in consultation with the Underwriter, reserve the right to issue any Shortfall at their discretion, in conjunction with and pursuant to the Underwriting Agreement.

Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

1.17 ASX listing

On the same date as the issue of the Prospectus, the Company applied to the ASX for the New Shares to be issued pursuant to this Offer Document to be listed for official quotation by the ASX. If granted, quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

Should the New Shares not be granted official quotation on the ASX within 3 months after the date of this Offer Document, none of the New Shares offered under this Offer Document will be issued and all acceptance money will be refunded without interest to Applicants within the time prescribed by the Corporations Act.

1.18 CHESS

The Company will apply for the New Shares to participate in CHESS, in accordance with the ASX Listing Rules and ASX Settlement Operating Rules.

The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, Shareholders who are issuer sponsored will be provided with an

issuer sponsored statement and those who are CHESS Holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful applicant pursuant to this Offer Document. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

1.19 Option Holders

Option Holders will not be entitled to participate in the Issue unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Issue as a result of being an Eligible Shareholder at 7.00pm (Brisbane time) on the Record Date.

There are currently 11,950,000 Existing Options on issue, of which 9,950,000 of these options have currently vested, with an exercise date between 27 September 2014 to 7 March 2017 and an exercise price between \$0.15 and \$0.25. If all Option Holders who are entitled to exercise their Existing Options prior to the Record Date elect to exercise their Existing Options prior to the Record Date to participate in the Issue, a further 2,842,857 New Shares may be issued under this Offer Document.

1.20 Overseas shareholders

The Company has not made investigations as to the regulatory requirements that may prevail in the countries outside of Australia and New Zealand in which the Company's Shareholders reside.

This Offer Document and accompanying forms do not, and are not intended to, constitute an offer of New Shares in any place outside Australia or New Zealand in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer or that Form. The distribution of this Offer Document and the accompanying form in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document and the accompanying form should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The Company has decided that it is unreasonable to make offers under the Issue to Shareholders with registered addresses outside Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Issue is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia and New Zealand.

In particular this Entitlement Offer is not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Offer Document without any requirement for a prospectus to be lodged or registered.

Notice to nominees and custodians

Nominees and custodians may not distribute any part of this document in the United States or in any other country outside of Australia and New Zealand, except to beneficial shareholders in another country (other than the United States) where the Company may determine it is lawful

and practical to make the Offer. Any person in the United States with a holding through a nominee may not participate in the Offer.

1.21 **Electronic Offer Document**

An electronic version of this Offer Document is available on the Internet at www.alligatorenergy.com.au.

The Entitlement and Acceptance Form may only be distributed together with a complete and unaltered copy of the Offer Document. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Offer Document or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Offer Document has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer period the electronic version of the Offer Document will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Offer Document should immediately request a paper copy of the Offer Document directly from the Company, the Share Registry or a financial adviser.

2. The Company and its operations

2.1 Operations

Alligator Energy is focused on the discovery of high grade, uranium deposits containing more than 100 million pounds of U₃O₈ in the Alligator Rivers Uranium Province (**ARUP**) in the Northern Territory. The ARUP hosts several world class, high grade uranium deposits, including the Ranger No 1 and No 3 deposits which have to date produced over 300Mlb of U₃O₈ for export and the Jabiluka deposit, which is one of the world's largest uranium deposits, having a resource in excess of 300Mlb U₃O₈ at grades of 0.5% U₃O₈. The Northern Territory Government encourages responsible uranium exploration and provides for uranium mining. The Northern Territory has been a major exporter of uranium for over 30 years and consequently has established regulatory frameworks for uranium exploration, mine development, mine operation, uranium export and mine closure. The Northern Territory and Federal Governments support uranium mining in the Northern Territory.

The Company's objective is to deliver value through discovery, resource definition and completing studies which show it is feasible and economic to develop the deposits found. Securing credible development partnerships is also a key objective. Since listing on the ASX in 2011, the Company has completed in excess of 15,000m of RC/DD drilling, defined a small, high-grade resource at Caramal and has discovered new zones of mineralisation at Mintaka and Orion East. Other historic prospects include Gorrunghar and South Horn, both with known high grade mineralisation, require further evaluation. It has just completed innovative airborne geophysical surveys which have confirmed the potential of some known prospects and identified new targets. The Company has a strong mineral title position in the ARUP with granted EL's 24921, 24922 and 25002. It has over 1000km² of Exploration Licence applications and the Mamadawerre Joint Venture with Cameco Australia Pty Ltd. Access agreements with the Northern Land Council on behalf of traditional owners are in place for all granted exploration licences.

2.2 Strategic Opportunities

The Company will continue to engage in discussions with potential joint venture and farm-in partners to expand or expedite the development of the Company's existing projects and objectives where it adds value. The Company is presently in discussions with a potential joint venture partner on a tenement proximal to the Company's current projects. These negotiations

are incomplete and an announcement will be made by the Company if an agreement is entered into.

2.3 Research and Development Tax Incentive

The Company has made application to the Australian Taxation Office to claim a Research and Development tax offsets for eligible expenditure incurred during the 2013 financial year. If the application is successful, the Company could receive a tax refund of up to \$500,000 (net of any costs of preparation). These funds would be applied to the Company's working capital and continuing exploration activities.

2.4 Exploration Development Incentive

On 2 July 2014, the Federal Government announced its commitment to introduce the Exploration Development Incentive (EDI) to encourage investment in small exploration companies undertaking greenfields mineral exploration from 1 July 2014. Through the EDI, eligible companies will be able to apply to the Australian Taxation Office (ATO) at the end of the 2014/15, 2015/16 and 2016/17 financial years for exploration credits based upon the lesser of their exploration expenditure or tax loss for that financial year. These credits are to be distributed to either, at the company's election, all of the eligible company's shareholders or to holders of specified identified shares issued after 30 June 2014. Australian resident shareholders who receive exploration credits under the EDI will be entitled to refundable tax offsets equal to the exploration credits they receive. The value of credits available to an eligible company will be subject to determination by the ATO, with an overall cap of \$100 million across the 3 year operation of the EDI.

If the EDI becomes law, Alligator Energy intends to assess its eligibility to apply for exploration credits under the EDI and, if eligible, apply for exploration credits under the EDI.

More information on the EDI can be found at the website for The Treasury, Australian Government at www.treasury.gov.au. Shareholders should consider their individual tax situations and obtain appropriate advice when assessing an investment decision based on these matters.

2.5 Board

The Board of the Company is currently comprised of:

- (a) Mr John Main (Chairman);
- (b) Mr Robert Sowerby (CEO, Director);
- (c) Mr Paul Dickson (Non-Executive Director)
- (d) Mr Peter McIntyre (Non-Executive Director); and
- (e) Mr Andrew Vigar (Non-Executive Director).

3. Control issues arising from the offer on the Company

3.1 Present position

At the date of this Offer Document the Company is of the view that there is no one entity who controls the Company.

The shareholders who hold more than 5% of the Shares in the Company prior to the date of this Offer are as follows:

Name	Shares	%
MGL	37,788,444	15.98%
Macquarie Bank Limited	17,500,000	7.40%

3.2 Capital structure

Assuming full subscription under the Offer, the share capital structure of the Company immediately following the Issue assuming the Issue is fully subscribed will be as follows:

	Shares	
	Number	%
Ordinary Shares on issue at the date of the Offer Document ^{1 2}	236,511,162	77.78%
Maximum number of New Shares under the Offer Document ³	67,574,625	22.22%
Total:	304,085,787	100%

Notes:

1. Includes the issue of 30,750,000 Shares under the recent Placement;
2. Excludes Shares which have and continue to accrue for issue to Non-executive Directors under a proposed Directors Fee Plan, in exchange for deferral of director fee payments. The issue of these Shares is subject to shareholder approval at the 2014 annual general meeting. As at 30 June 2014 the number of Shares which have accrued and are awaiting issue is 1,709,984 and relate to deferred fee payments totalling \$70,000; and
3. If any of the Existing Options which are capable of being exercised are exercised prior to the Record Date, additional New Shares will be issued under the Offer under this Prospectus. If all Existing Options on issue as at the date of this Prospectus which are capable of being exercised are exercised prior to the Record Date, the Company's issued shares would increase by 13,200,000 resulting in a further 3,771,429 New Shares being issued pursuant to this Prospectus. This would increase the Company's total Shares on issue after completion of the Offer to 321,057,216 Shares.

As at the date of this Offer Document, the Company has a total of 15,200,000 Existing Options on issue as follows:

No of options	Exercise price	Vesting date/Performance hurdle	Expiry date
1,000,000	\$0.15	Vested	27 Sept 2014
6,250,000	\$0.20	Vested	21 Nov 2015
2,000,000	\$0.25	Vested	30 Nov 2015
700,000	\$0.15	Vested	7 March 2017
1,000,000	Zero price	Vest upon achievement of KPI's specified as part of the short term incentive plan for a specified drilling program. Options will expire if they do not vest before the expiry date.	31 January 2015
1,000,000	Zero price	Vest upon satisfaction of criteria linked to the commencement of resource drilling on a significant discovery or a change of shareholding control as part of a long	2 May 2017

No of options	Exercise price	Vesting date/Performance hurdle	Expiry date
		term incentive plan. Options will expire if they do not vest before the expiry date.	

3.3 Potential effect of the Offer

The Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements and none of the Option Holders exercise their Existing Options and participate in the Offer, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Offer on the control of the Company.

However, Eligible Shareholders who do not take up their entitlement in full, will have their interest in the Company diluted. In addition, the proportional shareholdings of Shareholders who are not resident in Australia or New Zealand may be diluted as those Shareholders are not entitled to participate in the Issue. Given the terms of the Offer, the maximum possible dilution to an existing Shareholder's interest in the Company would be 22.22%, assuming no Existing Options or New Options are exercised.

In the unlikely event that no Eligible Shareholders take up their entitlements (and none of the Option Holders exercise their Existing Options and participate in the Offer) and the Underwriter is the only party to subscribe for New Shares, the Underwriter will receive 67,574,625 New Shares under the Offer and the Underwriter's voting power will be 22.22%. However, the Company has been advised by the Underwriter that it has or will have in place sub-underwriting arrangements, including the Sub-Underwriting Agreement with MGL, to ensure that its holding in the Company is significantly less than the maximum 22.22% and, in any event, less than 20% in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 20.0%, subject to a number of exemptions.

MGL have informed the Board that it is interested in accepting its Entitlement and has entered into the Sub-Underwriting Agreement with the Underwriter under which it obliged to subscribe for Shares under the Shortfall to a maximum value of \$500,000. The number of New Shares which can be issued to MGL under their Entitlement is 10,796,698. The maximum number which can be issued under the Sub-Underwriting Agreement is 12,500,000, although this number will be reduced if any Shareholders, including MGL, accept their Entitlement. The allocation of New Shares under the Offer to MGL will be restricted to the extent that the allocation is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 20.0%, subject to a number of exemptions.

4. Risk factors

4.1 Introduction

The activities of the Company, as in any business, are subject to risks which may impact on its future performance. The Company has appropriate actions, systems and safeguards for known risks, however, some are outside its control. The principal risk factors are described below.

You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Offer Document before you decide whether to accept New Shares.

4.2 Nature of investment

Any potential investor should be aware that subscribing for New Shares involves risks. The New Shares to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, return on capital or the market value of those New Shares. An Applicant may not be able to recoup his or her initial investment. More specifically, the risks are that:

- (a) the price at which the Applicant is able to sell the New Shares is less than the price paid due to changes in market circumstances;
- (b) the Applicant is unable to sell the New Shares;
- (c) the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment

4.3 Stock market

The New Shares may trade on the ASX at higher or lower prices than the Issue Price following listing. Investors who decide to sell their New Shares after listing may not receive the entire amount of their original investment.

The Shares are currently listed on the ASX. However, there can be no guarantee that there is or will be an active market in the Shares or that the price of the New Shares will increase.

The price at which the New Shares trade on the ASX may be affected by the financial performance of the Company and by external factors over which the Directors and the Company have no control. These factors include movements on international share markets, local interest rates and exchange rates, domestic and international economic conditions, government taxation, market supply and demand and other legal, regulatory or policy changes.

4.4 Economic factors

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, exchange rates, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Company's business and financial performance.

4.5 Management actions

The Directors will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

4.6 Unforeseen expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

4.7 Additional capital requirements

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt 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 take advantage of opportunities or otherwise respond to competitive pressures.

4.8 Regulatory risk, Government policy

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes and Government policies in Australia, may have an adverse affect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.

4.9 Competition risk

Nuclear energy is in direct competition with conventional energy sources, which may be provided at lower cost and may be more generally accepted in the community. These factors may have an adverse impact on demand for uranium and the Company's ability to achieve its stated objectives.

4.10 Insurance arrangements

The Company maintains insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that the Company will be able to continue to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

4.11 Operational risks and costs

The Company will be exposed to operational risks and costs present in the current business. Operational risk has the potential to have a material adverse effect on the Company's financial performance and position as well as reputation. The Company will endeavour to take appropriate action or obtain appropriate insurance to mitigate these risks, however, certain residual risk will remain with the Company

4.12 Exploration risk

Mineral exploration involves a high degree of risk in relation to the probability of the discovery of a significant resource which can be commercially developed. Regardless of the application of experience, technical knowledge and careful evaluation, the discovery of commercial deposits of uranium cannot be assured. The Company strives to reduce exploration risk by ensuring a high level of experience and technical skill is applied to planning and execution of exploration programs.

There is also no assurance that if deposits of uranium are discovered, that commercial development of these resources will occur. The commercial viability of a particular resource is dependent on a number of factors including the quality and nature of the resource and future commodity price and exchange rate fluctuations, factors which are beyond the control of the Company.

4.13 Resource estimate risks

Resources and reserves are estimates based upon drilling results, past experience with mining properties, experience of the person making the resource/reserve estimates and many other factors. Resource/reserve estimation is an interpretative process based upon available data. The actual quality and characteristics of ore deposits and metallurgical recovery rates cannot be known until mining takes place, and will almost certainly differ from the assumptions used to develop reserves. Further, reserves are valued based on current costs and current prices and consequently may be reduced with declines in, or sustained low, metal prices. A reduction in the price of alternative fuels may lead to a decrease in demand for uranium and a consequent fall in price.

4.14 Operating hazards

The business of exploration for minerals and mining both involve a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Further studies are required to determine whether the Tin Camp Creek Tenements contain economically mineable uranium resources and no reliable statement as to prospectivity of the Northern Territory Exploration Acreage can be made at this time.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration and mining.

4.15 Tenements

Tenements may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

The renewal of a tenement is not as-of-right. Minister's retain a discretion to grant the renewal of a tenement. Similarly, a Minister may in the future grant production tenements to the holders of exploration tenements.

4.16 Native Title and Aboriginal Land

Native title claims, Aboriginal land issues and Aboriginal heritage issues may affect the ability of the Company to pursue exploration, development and mining on the Company's Australian properties. The resolution of native title, Aboriginal land and Aboriginal heritage issues is an integral part of exploration and mining operations and Alligator is committed to managing the issues effectively. However, in view of the legal and factual uncertainties, no assurance can be given that material adverse consequences will not arise in connection with them.

4.17 Environmental and Compliance Issues

The current or future operations of the Company, including mineral exploration or development activities and commencement of production, require permits from governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, environmental protection, mine safety, land access and other matters. Such laws and regulations may vary in future. There can be no assurance, however, that all permits which the Company may require for mineral exploration or construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

In relation to current activities, the Company is in compliance with governing laws and regulations and manages these risks through its existing operating procedures, Environmental Plans, internal audits and liaison with regulators and stakeholders.

4.18 Business risks

There are risks inherent in doing business, such as unexpected changes in regulatory requirements, trade barriers, longer payment cycles, problems in collecting accounts receivable, network and infrastructure issues and potentially adverse tax consequences, any of which could adversely impact on the success of the Company's operations.

4.19 Contractual risk

The Company's ability to efficiently conduct its operations in a number of respects depends upon a third party product and service providers and contracts have, in some circumstances, been entered into by the Company and its subsidiaries in this regard. As in any contractual relationship the ability for the Company to ultimately receive benefits from these contracts are

dependent upon the relevant third party complying with its contractual obligations. To the extent that such third party defaults in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

4.20 Other risks

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may, in the future, materially affect the financial performance of the Company and the value of the New Shares.

5. Additional information

5.1 Section 708AA Corporations Act

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the *Corporations Act*. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Offer is being undertaken pursuant to Section 708AA of the *Corporations Act*. This section enables disclosing entities to undertake a rights issue in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Offer. Apart from formal matters a notice under Section 708AA(2)(f) need only:

- (a) contain information that is excluded information as at the date of the Offer Document pursuant to section 708AA (8) and (9); and
- (b) state:
 - (1) the potential effect the issue of the New Shares will have on the control of the Company; and
 - (2) the consequences of that effect.

A notice under Section 708AA(2)(f) was lodged with the ASX on 5 August 2014.

5.2 Rights and liabilities attaching to New Shares

The New Shares will have from issue the same rights attaching to all existing Shares on issue. The rights attaching to ownership of the New Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours.

This Offer Document does not contain a summary of the principal rights and liabilities of holders of the New Shares.

5.3 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of \$207,179 (assuming that the Offer is fully subscribed).

In addition the Company may if it deems it necessary for the placement of any Shortfall, pay stockbrokers' fees which will be equal to a percentage of the issue price (including GST) of New Shares issued under the Shortfall.

5.4 **Consents and disclaimers**

Written consents to the issue of this Offer Document have been given and at the time of this Offer Document have not been withdrawn by the following parties:

Taylor Collison Limited has given and has not withdrawn its consent to be named in this Offer Document as the Underwriter in the form and context in which it is named. It takes no responsibility for any part of the Offer Document other than references to its name.

Macallum Group Limited has given and has not withdrawn its consent to be named in this Offer Document with respect to its intentions with respect to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Offer Document other than references to its name.

Hopgood Ganim has given and has not withdrawn its consent to be named in this Offer Document as solicitors to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Offer Document other than references to its name.

5.5 **Directors' statement**

This Offer Document is issued by Alligator Energy Limited. Each director has consented to the lodgement of the Offer Document with ASX.

Signed on the date of this Offer Document on behalf of Alligator Energy Limited by:

A handwritten signature in dark ink, reading "John V. Main.", is displayed on a light blue background with faint vertical grid lines.

.....
John Main
Chairman
Alligator Energy Limited

6. Definitions and glossary

Terms and abbreviations used in this Offer Document have the following meaning:

Acceptance	An acceptance of Entitlements
Acceptance Money	The Issue Price multiplied by the number of New Shares accepted for
Additional Shares	Has the meaning given in Section 1.12
Applicant	A person who submits an Entitlement and Acceptance Form
ASX	ASX Limited ACN 008 624 691
Board	The board of directors of the Company
Chess	means the clearing house electronic sub register system, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.
Closing Date	The date by which valid acceptances must be received by the Share Registrar being 5.00pm (Brisbane Time) 28 August 2014 or such other date determined by the Board
Company or Alligator Energy	Alligator Energy Limited ACN 140 575 604
Constitution	The Constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Directors	The directors of the Company
Eligible Shareholder	A shareholder of the Company that holds shares in the Company on the Record Date whose registered address is in Australia or New Zealand
Entitlement and Acceptance Form or Form	An entitlement and acceptance form in the form attached to this Offer Document
Entitlements	The entitlement to accept New Shares under this Offer Document
Existing Options	All existing options to subscribe for Shares currently on issue as at the date of this Offer Document
Issue or Offer	The offer and issue of New Shares in accordance with this Offer Document
Issue Price	\$0.04 for each New Share applied for
Listing Rules	The official listing rules of the ASX
New Shares	Shares proposed to be issued under the Offer
MGL	Macallum Group Limited
Offer Document	This Offer Document dated 5 August 2014 as modified or varied by the Company
Opening Date	The date of commencement of the Offer, expected to be 14 August 2014
Option Holders	The holders of the Existing Options
Options	Options on issue in the Company from time to time
Underwriting Agreement	The underwriting agreement between the Company and the

	Underwriter dated 28 July 2014
Placement	The issue of 30,750,000 Shares on 1 August 2014 to a group of sophisticated investors at an issue price of \$0.04 per Share to raise a total of \$1,230,000 (before costs)
Record Date	11 August 2014
Register	The company register of the Company
Relevant Interest	Has the meaning given to that term in the Corporations Act
securities	Has the same meaning as in Section 92 of the Corporations Act
Share Registry	Security Transfer Registrars Pty Limited
Shares	The ordinary shares on issue in the Company from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those New Shares for which the Entitlement lapses
Underwriter or TCL	Taylor Collison Limited ABN 53 008 172 450
US Securities Act	The US Securities Act of 1933, as amended.

Corporate directory

Present Directors	Solicitors to the Offer
Mr John Main (Chairman) Mr Robert Sowerby (CEO, Director) Mr Paul Dickson (Non Executive Director) Mr Andrew Vigar (Non Executive Director) Mr Peter McIntyre (Non Executive Director)	HopgoodGanim Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000
Administration and Registered Office	Share Registry
Alligator Energy Limited Suite 3, 36 Agnes Street, Fortitude Valley QLD 4006	Security Transfer Registrars Pty Limited 770 Canning Highway, Applecross, WA 6153
Underwriter	
Taylor Collison Limited Level 16, 211 Victoria Square, Adelaide SA 5000	