

ULTRACHARGE LIMITED
(TO BE RENAMED 'SUVO STRATEGIC MINERALS LIMITED')
ACN 140 316 463

SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Second Supplementary Prospectus**) which supplements the prospectus dated 5 March 2020 (**Original Prospectus**) as modified by the first supplementary prospectus dated 14 April 2020 (**First Supplementary Prospectus**) (together, the **Prospectus**) issued by Ultracharge Limited (ACN 140 316 463) (to be renamed 'Suvo Strategic Minerals Limited') (**Company**).

This Second Supplementary Prospectus is dated 27 May 2020 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus is a **refresh document** as defined in section 724(3H) of the Corporations Act, as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70.

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

This Second Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded free of charge from the website of the Company at <http://www.suvo.com.au>.

Under the Corporations Act, the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors. This Second Supplementary Prospectus has been prepared to provide additional information to investors on items that the Company considers may be material. As such, this is an important document and should be read in its entirety. If you do not understand any of the information presented in this Second Supplementary Prospectus, you should consult your professional advisers without delay.

As foreshadowed in the First Supplementary Prospectus, the Company is in the process of preparing a replacement prospectus that will replace the Prospectus and this Second Supplementary Prospectus (**Replacement Prospectus**). As such, the Company is not currently accepting Applications and will not do so until the Replacement Prospectus has been lodged. It is anticipated that a Replacement Prospectus will be lodged by the Company in the coming weeks.

1. PURPOSE OF THIS DOCUMENT

This Second Supplementary Prospectus has been prepared to:

- (a) extend the Closing Date of the Offer to 15 July 2020;
- (b) refresh the period for:
 - (i) admission to quotation of Shares offered under the Prospectus;
 - and

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- (ii) the minimum subscription to the Offers under the Prospectus being achieved,

pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**).

2. EXTENSION OF CLOSING DATE

The Board wishes to advise that the Closing Date of the Offer has been extended until 5:00pm (WST) on 15 July 2020 and accordingly the Timetable set out in the Key Offer Information Section of the Prospectus is replaced with:

KEY DATES - INDICATIVE TIMETABLE*

| Event | Date |
|--|---------------|
| Lodgement of Prospectus with ASIC | 5 March 2020 |
| Opening Date | 5 March 2020 |
| Lodgement of First Supplementary Prospectus | 14 April 2020 |
| Lodgement of Second Supplementary Prospectus | 27 May 2020 |
| Lodgement of Replacement Prospectus | 5 June 2020 |
| Closing Date | 15 July 2020 |
| Despatch of Holding Statements | 24 July 2020 |
| Expected date for quotation on ASX | 31 July 2020 |

**The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to Applicants.*

3. EXTENSION OF TIME TO MEET CONDITIONS FOR MINIMUM SUBSCRIPTION AND QUOTATION

3.1 Minimum Subscription

The paragraph at Section 4.1.1 of the Prospectus is updated to reflect the following:

If the Minimum Subscription has not been raised within four months after the date of the Second Supplementary Prospectus, the Offers will not proceed and no Securities will be issued pursuant to this Prospectus.

If this occurs, the Company will repay all application monies received by it in connection with this Prospectus within the time prescribed under the Corporations Act, without interest.

This amendment is made pursuant to the Instrument.

The Company makes the following statements regarding the Minimum Subscription Condition as required by the Instrument:

- (a) as at the date of this Second Supplementary Prospectus, no funds have been raised, and no applications have been received under the Prospectus, as the Company is awaiting lodgement of the Replacement Prospectus prior to seeking applications from investors;

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- (b) the Minimum Subscription amount of \$5,000,000 will be decreased to \$4,000,000, with further details to be provided in the Replacement Prospectus;
- (c) the Minimum Subscription condition is being amended to extend the period for the Minimum Subscription being achieved from the date four months from the date of the Prospectus to four months from the date of this Second Supplementary Prospectus; and
- (d) the Minimum Subscription condition must be satisfied by 27 September 2020, being the date that is four months from the date of this Second Supplementary Prospectus.

3.2 ASX listing

The second paragraph at Section 4.6 of the Prospectus is updated to reflect the following:

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Second Supplementary Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

This amendment is made pursuant to the Instrument.

The Company makes the following statements regarding the Quotation Condition as required by the Instrument:

- (a) an application for admission to quotation of Shares offered under the Prospectus was made within seven days after the date of the Prospectus;
- (b) the Shares offered under the Prospectus have not been admitted to quotation as at the date of this Second Supplementary Prospectus;
- (c) the ASX has not provided any indication as to whether the Shares will be admitted to quotation on the ASX;
- (d) the Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Second Supplementary Prospectus;
- (e) the Quotation Condition must be satisfied by 27 August 2020, being the date three months from the date of this Second Supplementary Prospectus; and
- (f) as at the date of this Second Supplementary Prospectus, no funds have been raised, and no applications have been received under the Prospectus, as the Company is awaiting lodgement of the Replacement Prospectus prior to seeking applications from investors.

4. WITHDRAWAL OF PREVIOUS APPLICATIONS

In accordance with section 724(2) of the Corporations Act, if you applied for Shares under the Prospectus (**Existing Applicant**), you may withdraw your

application and be repaid your application monies, provided you give the Company written notice of your wish to do so within one month of the date of this Secondary Supplementary Prospectus. As no applications have been made under the Prospectus, the Company will not be required to refund any application funds to Existing Applicants. However, the information in this Section is being provided in order to ensure compliance with the Instrument.

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their application will be made in full without interest. An Existing Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company's share registry by mail or delivery to the address set out below so that it is received within 1 month of the date of this Second Supplementary Prospectus (i.e. **by close of business on 27 June 2020**).

By Post:

Ultracharge Limited
C/- Automic Pty Ltd
GPO Box 5193
SYDNEY NSW 2001

By hand delivery:

Ultracharge Limited
C/- Automic Pty Ltd
Level 5, 126 Phillip Street
SYDNEY NSW 2000

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Existing Applicant.

If you do not wish to withdraw your application, you do not need to take any action.

The Offers will remain open at least until the end of the withdrawal period

5. CONSENTS

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

6. DIRECTORS' AUTHORISATION

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with the ASIC.

Kobi Ben-Shabat
Executive Director
For and on behalf of
ULTRACHARGE LIMITED