

UltraCharge Limited

ACN 140 316 463

PROSPECTUS

Cleansing offer

For the offer of up to 10,000 *shares* at an issue price of \$0.02 to raise up to \$200.

This *prospectus* has been prepared primarily for the purposes of section 708A(11) of the *Corporations Act* to remove any trading restrictions on the sale of certain *shares* issued prior to the *closing date*. Please refer to *section 4* for further details.

This prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This document is important and should be read in its entirety. If after reading this prospectus you have any questions about the securities being offered under this prospectus or any other matter, then you should consult your stockbroker, accountant or other professional advisor.

The shares offered by this prospectus should be considered as highly speculative.

CONTENTS

1.	CORPORATE DIRECTORY	2
2.	TIMETABLE	3
3.	IMPORTANT NOTES	4
3.1.	Lodgement and timing	4
3.2.	Disclaimer	4
3.3.	Applications	4
3.4.	Electronic prospectus	4
3.5.	Forward-looking statements	5
3.6.	Foreign jurisdictions	5
3.7.	Speculative investment	5
3.8.	Other matters	6
4.	DETAILS OF THE OFFER	7
4.1.	The cleansing offer	7
4.2.	Issue of shares	8
4.3.	Quotation of shares	8
4.4.	Minimum subscription	8
4.5.	CHESS and issuer sponsorship	8
4.6.	Privacy	9
4.7.	Taxation	9
4.8.	Enquiries	9
5.	PURPOSE AND EFFECT OF THE OFFER	10
5.1.	Purpose of the cleansing offer and funds allocation	10
5.2.	Effect of the offer	10
5.3.	Effect on capital structure	10
6.	RISK FACTORS	11
6.1.	Introduction	11
6.2.	Risks specific to the company	11
6.3.	General risks	13
6.4.	Speculative investment	14
7.	ADDITIONAL INFORMATION	15
7.1.	Rights attaching to shares	15
7.2.	Continuous disclosure	16
7.3.	Interests of directors	19
7.4.	Interests of experts and advisors	20
7.5.	Consents	20
7.6.	Expenses of the cleansing offer	21
7.7.	Litigation	21
8.	DIRECTORS' AUTHORISATION	22
9.	GLOSSARY	23

1.

CORPORATE DIRECTORY

<i>directors</i>	Mr Doron Nevo	Non-Executive Chairman
	Mr Kobi Ben-Shabat	Managing Director
	Mr David Wheeler	Non-Executive Director
	Mr Yury Nehushtan	Non-Executive Director
	Mr John Paitaridis	Non-Executive Director
<i>company secretary</i>	Mt Peter Webse	
<i>registered office</i>	Level 6, 105 St Georges Terrace, Perth WA 6000	
<i>telephone</i>	+61 8 6558 0886	
<i>email</i>	kobi@ultracharge.net	
<i>website</i>	www.ultra-charge.net	
<i>share registry*</i>	Automatic Registry Services Suite 310, 50 Holt Street, Surry Hills NSW 2010	
<i>auditor*</i>	BDO Audit (WA) Pty Ltd 38 Station Street, Subiaco WA 6008	
<i>solicitors to the company</i>	Blackwall Legal LLP Level 6, 105 St Georges Terrace, Perth WA 6000	
<i>securities exchange</i>	Australian Securities Exchange (ASX) ASX Code: UTR	

* These entities are included for information purposes only. They have not been involved in the preparation of this *prospectus* and have not consented to being named in it.

2.

TIMETABLE

<i>3 November 2017</i>	Lodgement of <i>prospectus</i> with <i>ASIC and ASX</i>
<i>3 November 2017</i>	<i>Cleansing offer</i> opens
<i>12 January 2018</i>	Closing date of <i>cleansing offer</i>
<i>19 January 2018</i>	Issue date (if <i>shares</i> are issued under the <i>cleansing offer</i>)/ <i>shares</i> entered into <i>shareholder's</i> security holdings

The above timetable is indicative only and subject to change. Subject to the *listing rules*, the *directors* reserve the right to vary these dates, including the *closing date*, without prior notice. The *directors* also reserve the right not to proceed with the whole or part of the *cleansing offer* at any time prior to allotment. In that event, the relevant *application monies* will be returned without interest.

3. IMPORTANT NOTES

3.1. Lodgement and timing

- 3.1.1. This *prospectus* is dated 3 November 2017 and was lodged with ASIC on that date. ASIC, ASX and their officers take no responsibility for the contents of this *prospectus* or the merits of the investment to which this *prospectus* relates.
- 3.1.2. No *shares* may be issued on the basis of this *prospectus* later than 13 months after the date of this *prospectus*.
- 3.1.3. This *prospectus* is a transaction-specific prospectus for an offer of continuously quoted securities (as defined in the *Corporations Act*) and has been prepared in accordance with section 713 of the *Corporations Act*. As such it should be read in conjunction with the *company's* other periodic and continuous disclosure announcements given to ASX which are available at www.asx.com.au.
- 3.1.4. In making representations in this prospectus, regard has been had to the fact that the company is a disclosing entity for the purposes of the *Corporations Act* and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.2. Disclaimer

- 3.2.1. No person is authorised to give information or to make any representation in connection with this *prospectus*, which is not contained in the *prospectus*. Any information or representation not so contained may not be relied on as having been authorised by the *company* in connection with this *prospectus*.
- 3.2.2. It is important that investors read this *prospectus* in its entirety and seek professional advice where necessary. The *shares* the subject of this *prospectus* should be considered highly speculative. No document or information included on the *company's* website is incorporated by reference into this *prospectus*.

3.3. Applications

- 3.3.1. The *cleansing offer* will only be extended to specific parties on invitation from the *directors*. *Application forms* will only be provided to these parties.

3.4. Electronic prospectus

- 3.4.1. This *prospectus* will be issued in paper form and as an electronic prospectus which may be accessed on the internet at www.ultra-charge.net. The *offers* pursuant to the electronic *prospectus* is only available to persons receiving an electronic version of this *prospectus* in Australia. The *Corporations Act* prohibits any person passing the *application*

form on to another person unless it is attached to, or accompanied by, the complete and unaltered version of the *prospectus*. During the *offer period*, any person may obtain a hard copy of this *prospectus* by contacting the *company* at the address set out in the corporate directory in *section 1*.

3.5. Forward-looking statements

- 3.5.1. This *prospectus* may contain forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’, ‘expects’, or ‘intends’ and other similar words that involve risks and uncertainties.
- 3.5.2. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this *prospectus*, are expected to take place.
- 3.5.3. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the *company*, the *directors* and management.
- 3.5.4. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this *prospectus* will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.
- 3.5.5. We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this *prospectus*, except where required by law. These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in *section 6*.

3.6. Foreign jurisdictions

- 3.6.1. No action has been taken to permit the offer of *shares* under this *prospectus* in any jurisdiction other than Australia. The distribution of this *prospectus* outside Australia may be restricted by law and therefore persons into whose possession this *prospectus* comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This *prospectus* does not constitute an offer of any *shares* in any jurisdiction where, or to any person to whom, it would be unlawful to issue this *prospectus*.

3.7. Speculative investment

- 3.7.1. An investment in the *shares* offered under this *prospectus* should be considered highly speculative. Refer to *section 6* for details of the key risks applicable to an investment

in the *company*. Persons wishing to apply for *shares* offered under this *prospectus* should read this *prospectus* in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the *company* and the rights and liabilities attaching to the *shares* offered pursuant to this *prospectus*.

- 3.7.2. This *prospectus* does not take into account the investment objectives, financial or taxation or particular needs of any *applicant*. Before making any investment in the *company*, each *applicant* should consider whether such an investment is appropriate to his or her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for *shares* offered pursuant to this *prospectus* have any questions, they should consult their stockbroker, solicitor, accountant or other professional advisor.
- 3.7.3. There is no guarantee that the *shares* offered under this *prospectus* will make a return on the capital invested, that dividends will be paid on the *shares* or that there will be an increase in the value of the *shares* in the future.

3.8. Other matters

- 3.8.1. All financial amounts in this *prospectus* are expressed as Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this *prospectus* are due to rounding.
- 3.8.2. Defined terms and abbreviations italicised in this *prospectus* are detailed in the *glossary* in *section 9*.

4. DETAILS OF THE OFFER

4.1. The cleansing offer

- 4.1.1. Pursuant to this *prospectus*, the *company* is offering up to 10,000 *shares* at an issue price of \$0.02 per Share to raise \$200 (*cleansing offer*). As the *company* is only seeking to raise a nominal amount by way of the *cleansing offer*, the principal purpose of the *prospectus* is not to raise capital.
- 4.1.2. On 3 November 2017, the *company* announced that it had arranged a placement of 125,000,000 *shares* at an issue price of \$0.02 each for to raise \$2.5 million before costs (*placement shares*).
- 4.1.3. The *company* intends to initially issue 95,000,000 *placement shares* to raise up \$1,900,000 before costs (*1st tranche placement*).
- 4.1.4. On or about 15 December 2017, subject to having obtained *shareholder* approval, the *company* intends to issue a further 30,000,000 *placement shares* to raise up \$600,000 before costs (*2nd tranche placement*).
- 4.1.5. The purpose of the *cleansing offer* is to enable the *company* to satisfy the requirements of section 708A(11) of the *Corporations Act* and enable the sale of *placement shares* without further disclosure being required under Chapter 6D of the *Corporations Act*.
- 4.1.6. Section 708A(11) of the *Corporations Act* provides that a sale offer does not need disclosure to investors if:
- (a) the relevant *securities* are in a class of *securities* that are *quoted securities* of the body; and
 - (b) either:
 - (i) a *prospectus* is lodged with ASIC on or after the day on which the relevant *securities* were issued but before the day on which the sale offer is made; or
 - (ii) a *prospectus* is lodged with ASIC before the day on which the relevant *securities* are issued and offers of *securities* that have been made under the *prospectus* are still open for acceptance on the day on which the relevant *securities* were issued; and
 - (c) the *prospectus* is for an offer of *securities* issued by the body that are in the same class of *securities* as the relevant *securities*.
- 4.1.7. By the issue of this *prospectus* and the making of the *cleansing offer*, the *company* satisfies the requirements sections 708A(11)(a), (b)(i) and (c) of the *Corporations Act*.

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- 4.1.8. A summary of the rights and liabilities attaching to the shares is set out in *section 7.1* of the *prospectus*.

4.2. Issue of shares

- 4.2.1. *Shares* issued pursuant to the *cleansing offer* will be issued in accordance with the *listing rules* and the timetable set out at in *section 2*.
- 4.2.2. Holding statements for *shares* issued under the *cleansing offer* will be mailed in accordance with the *listing rules* and timetable set out at in *section 2*.

4.3. Quotation of shares

- 4.3.1. Application for *official quotation* of the *shares* issued pursuant to this *prospectus* will be made within 7 days of the date of this *prospectus*. If *ASX* does not grant *official quotation* of the *shares* offered pursuant to this *prospectus* before the expiration of 3 months after the date of issue of the *prospectus* (or such period as varied by *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.
- 4.3.2. The fact that *ASX* may grant *official quotation* to the *shares* is not to be taken in any way as an indication of the merits of the *company* or the *shares* now offered for subscription.

4.4. Minimum subscription

- 4.4.1. There is no minimum subscription in respect of the *cleansing offer*.

4.5. CHESS and issuer sponsorship

- 4.5.1. The *company* is a participant in *CHESS*, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through *CHESS* will be *issuer sponsored* by the *company*. Because the sub-registers are electronic, ownership of *securities* can be transferred without having to rely upon paper documentation.
- 4.5.2. Electronic registers mean that the *company* will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of *securities* issued to them under this *prospectus* (as well as any other *securities* registered in their name at the time). The notice will also advise holders of their “Holder Identification Number” (if broker sponsored) or “Securityholder Reference Number” (if issuer sponsored) and explain, for future reference, the sale and purchase procedures under *CHESS* and *issuer sponsorship*.
- 4.5.3. Further monthly statements will be provided to holders if there have been any changes in their security holding in the *company* during the preceding month.

4.6. Privacy

- 4.6.1. If you complete an *application* for *shares*, you will be providing personal information to the *company* (directly or through the *company's* share registry). The *company* collects, holds and will use that information to assess your *application*, service your needs as a holder of *securities* in the *company*, facilitate distribution payments and corporate communications to you as a *shareholder*, and carry out administration.
- 4.6.2. The information may also be used from time to time and disclosed to persons inspecting the *company's securities* registers, bidders for your *securities* in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the *company's* share registry.
- 4.6.3. You can access, correct and update the personal information that we hold about you. Please contact the *company* or its share registry if you wish to do so at the relevant contact numbers set out in this *prospectus*.
- 4.6.4. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the *Corporations Act* and certain rules such as the *settlement operating rules*. You should note that if you do not provide the information required on the *application form*, the *company* may not be able to process or accept your *application*.

4.7. Taxation

- 4.7.1. It is the responsibility of all persons to satisfy themselves of the taxation treatment that applies to them in relation to the *cleansing offer*, by consulting their own professional tax advisers. Neither the *company* nor any of its *directors* or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

4.8. Enquiries

- 4.8.1. Any questions concerning the *offers* should be directed to the *company secretary* on +61 8 6558 0886.

5. PURPOSE AND EFFECT OF THE OFFER

5.1. Purpose of the cleansing offer and funds allocation

- 5.1.1. The purpose of the *cleansing offer* is to remove any trading restrictions that:
- (a) attach to *shares* issued by the *company* without disclosure under Chapter 6D of the *Corporations Act* prior to the date of this *prospectus*; and
 - (b) may attach to *shares* issued by the *company* without disclosure under Chapter 6D of the *Corporations Act* prior to the *closing date*.
- 5.1.2. The funds raised from the *cleansing offer* will be applied towards the expenses of the *cleansing offer*. Refer to *section 7.6* for further details relating to the estimated expenses of the *cleansing offer*.

5.2. Effect of the offer

- 5.2.1. After expenses of the *cleansing offer* of approximately \$8,400, there will be no net proceeds from the *cleansing offer*. The expenses of the *cleansing offer* will be met from existing cash reserves.

5.3. Effect on capital structure

- 5.3.1. The effect of the *cleansing offer* on the capital structure of the *company*, assuming the *cleansing offer* is fully subscribed, and no *options* are exercised between the date of this *prospectus* and the *closing date*, is set out below.

	<i>ordinary shares</i>	<i>performance rights</i>	<i>options</i>
<i>currently on issue</i>	635,518,121	41,250,000	82,000,000
<i>placement</i>	125,000,000	-	-
<i>cleansing offer</i>	10,000	-	-
<i>total after offer</i>	760,528,121	41,250,000	82,000,000

6. RISK FACTORS

6.1. Introduction

- 6.1.1. The *shares* offered under this *prospectus* are considered highly speculative. An investment in the *company* is not risk free and the *directors* strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this *prospectus* and to consult their professional advisors before deciding whether to apply for *shares* pursuant to this *prospectus*.
- 6.1.2. There are specific risks which relate directly to the *company's* business. In addition, there are other general risks, many of which are largely beyond the control of the *company* and the *directors*. The risks identified in this *section*, or other risk factors, may have a material impact on the financial performance of the *company* and the market price of the *shares*.
- 6.1.3. The following is not intended to be an exhaustive list of the risk factors to which the *company* is exposed.

6.2. Risks specific to the company

6.2.1. Sufficiency of funding

The *company's* capital requirements depend on numerous factors. The availability of equity funding is subject to market risk at the time and there is no guarantee that the *company* will be able to secure any additional funding or be able to secure funding on terms favourable to the *company*. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the *company* is unable to obtain additional financing as needed, this could delay or suspend the *company's* business strategy and could have a material adverse effect on the *company's* activities

6.2.2. Development and commercialisation of the UltraCharge technology

The success of the *company* depends on its ability to develop and commercialise the *UltraCharge technology*. A failure to successfully develop and commercialise the *UltraCharge technology* could lead to a loss of opportunities and adversely impact on the *company's* operating results and financial position.

The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns. There is a risk that if the *UltraCharge technology* is not accepted by the market, the *company* will not be able to commercialise its products, which could adversely impact the *company's* operations.

6.2.3. Competition and new technologies

The industry in which the *company* is involved is subject to increasing global competition which is fast-paced and fast-changing. While the *company* undertakes all reasonable due diligence in its business decisions and operations, the *company* has no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the *company's* projects and business.

The size and financial strength of some of the *company's* competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, *the company's* ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the *company*.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

6.2.4. Licenced intellectual property

UltraCharge is licenced certain intellectual property for a fixed period of time. There is no guarantee that the *licence agreement* will not be terminated and as a result, other competitors may gain access to the intellectual property used by *UltraCharge* in developing the *UltraCharge technology*. Breach of any licence agreements, or infringement of the licenced intellectual property by third parties, may have an adverse impact on *UltraCharge's* ability to develop its technology.

6.2.5. Protection of intellectual property rights

UltraCharge intends to pursue intellectual property protection in the form of patents for newly developed technologies. However, if the *company* fails to protect the intellectual property rights of *UltraCharge* adequately, competitors may gain access to its technology which may harm its business.

Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the *company* in every country in which the *UltraCharge technology* may eventually be sold. Accordingly, despite its efforts, the *company* may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the *company* may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the *company* and cause a distraction to management.

As *UltraCharge* licences its intellectual from third parties, there is an additional risk that these third parties fail to keep the patents licenced to *UltraCharge* valid, resulting in competitors being entitled to apply for patents in the same area.

In addition, unauthorised use of the “UltraCharge” brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

6.2.6. Reliance on key personnel

There is a risk that, where there is a turnover of development staff who have knowledge of the technology and business, knowledge will be lost in the event that those staff resign or retire. This involves the risk that those staff will have information in respect of *UltraCharge*’s intellectual property which has a commercial value to *UltraCharge* as well as an opportunity cost for replacement of those staff and subsequent training.

6.2.7. Foreign exchange risk

UltraCharge expects to derive a majority of its revenue will be in US dollars. *UltraCharge* will also be required to pay fees in the currency for Israel (shekel). Accordingly, changes in the exchange rate between the US dollar and the Australian dollar or the Israeli shekel and the Australian dollar would be expected to have a direct effect on the financial performance of *UltraCharge*.

6.3. General risks

6.3.1. Market conditions

Share market conditions may affect the value of the *company*’s quoted securities regardless of the *company*’s operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) introduction of tax reform or other new legislation;
- (c) interest rates and inflation rates;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and

-
- (f) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the *company* nor the *directors* warrant the future performance of the *company* or any return on an investment in the *company*.

6.3.2. Economic and government risk

The future viability of the *company* is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- (g) general economic conditions in jurisdictions in which the *company* operates;
- (h) changes in government policies, taxation and other laws in jurisdictions in which the *company* operates;
- (i) the strength of the equity markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (j) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the *company* operates; and
- (k) natural disasters, social upheaval or war in jurisdictions in which the *Company* operates.

6.4. Speculative investment

6.4.1. 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 *shares* offered under this *prospectus*.

6.4.2. Therefore, the *shares* to be issued pursuant to this *prospectus* carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those *shares*. Potential investors should consider that the investment in the *company* is highly speculative and should consult their professional advisors before deciding whether to apply for *shares* pursuant to this *prospectus*.

7. ADDITIONAL INFORMATION

7.1. Rights attaching to shares

7.1.1. The following is a summary of the more significant rights and liabilities attaching to *shares* being offered pursuant to this *prospectus*. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of *shareholders*. To obtain such a statement, persons should seek independent legal advice. Full details of the rights and liabilities attaching to *shares* are set out in the *constitution*, a copy of which is available for inspection at the *company's* registered office during normal business hours.

7.1.2. General meetings

- (a) *Shareholders* are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the *company*.
- (b) *Shareholders* may requisition meetings in accordance with section 249D of the *Corporations Act* and the *constitution*.

7.1.3. Voting rights

- (a) Subject to the *constitution* and to any rights and restrictions attaching to any class of shares, at meetings of *shareholders* or other classes of *shareholder*, each *shareholder* entitled to attend and vote may attend and vote in person or by proxy or by attorney and, where the *shareholder* is a body corporate, by representative.
- (b) On a show of hands every *shareholder* present having the right to vote at the meeting has one vote. On a poll, every *shareholder* present has one vote for each fully paid *share* and, the case of partly paid *shares* or *share* held by the *shareholder*, a fraction of a vote equivalent to the proportion which the amount paid (but not credited) is of the total amounts paid and payable (excluding amounts credited) on the *share* or *shares* held.

7.1.4. Dividend rights

Subject to the *Corporations Act* and to any special rights or restrictions attached to any *shares*, *directors* may from time to time authorise the *company* to pay interim and final dividends which appear to the *directors* to be justified by the profits of the *company*.

7.1.5. Winding-up

If the *company* is wound up, the liquidator may, with the authority of a special resolution, divide among the *shareholders* in kind the whole or any part of the property of the *company*, and may for that purpose set such value as he considers fair upon any

property to be so divided, and may determine how the division is to be carried out as between the *shareholders* or different classes of *shareholders*.

7.1.6. Transfer of shares

Generally, *shares* are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the *Corporations Act* and the *listing rules*.

7.1.7. Future increase in capital

The issue of any *shares* is under the control of the *directors*. Subject to restrictions on the issue or grant of securities contained in the *listing rules*, the *constitution* and the *Corporations Act* (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the *directors* may issue *shares* as they shall, in their absolute discretion, determine.

7.1.8. Variation of rights

- (a) Under section 246B of the *Corporations Act*, the *company* may, with the sanction of a special resolution passed at a meeting of *shareholders*, vary or abrogate the rights attaching to *shares*.
- (b) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the *company* is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

7.2. Continuous disclosure

7.2.1. The *company* is a “disclosing entity” (as defined in section 111AC of the *Corporations Act*) for the purposes of section 713 of the *Corporations Act* and, as such, is subject to regular reporting and disclosure obligations. Specifically, the *company* is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the *company’s securities*.

7.2.2. This *prospectus* is a “transaction specific prospectus” prepared in accordance with section 713 of the *Corporations Act*. Section 713 provides that a “transaction specific prospectus” is only required to contain information in relation to:

- (a) the effect of the issue of securities on the Company; and
- (b) the rights attaching to the securities.

It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

- 7.2.3. This *prospectus* 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 all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the *company* before deciding whether or not to invest.
- 7.2.4. The *company* believes that it has complied with the general and specific requirements of *ASX* as applicable from time to time throughout the 3 months before the issue of this *prospectus* which required the *company* to notify *ASX* of information about specified events or matters as they arise for the purpose of *ASX* making that information available to the stock market conducted by *ASX*.
- 7.2.5. Information that is already in the public domain has not been reported in this prospectus other than that which is considered necessary to make this *prospectus* complete.
- 7.2.6. The *company*, as a disclosing entity under the *Corporations Act* and in accordance with section 713(3) of the *Corporations Act*, states that:
- (a) it is subject to regular reporting and disclosure obligations;
 - (b) copies of documents lodged with *ASIC* in relation to the *company* (not being documents referred to in section 1274(2)(a) of the *Corporations Act*) may be obtained from, or inspected at, the offices of *ASIC*; and
 - (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this *prospectus* and the *closing date*:
 - (i) the annual financial report most recently lodged by the *company* with the *ASIC*;
 - (ii) any half-year financial report lodged by the *company* with *ASIC* after the lodgement of the annual financial report referred to in (i) and before the lodgement of this *prospectus* with *ASIC*; and
 - (iii) any continuous disclosure documents given by the *company* to *ASX* in accordance with the *listing rules* as referred to in section 674(1) of the *Corporations Act* after the lodgement of the annual financial report referred to in (i) and before the lodgement of this *prospectus* with the *ASIC*.
- 7.2.7. Copies of all documents lodged with *ASIC* in relation to the *company* can be inspected at the registered office of the *company* or an *ASIC* office during normal office hours.

Details of documents lodged with *ASX* since the date of lodgement of the *company's* latest annual financial report and before the lodgement of this *prospectus* with the *ASIC* are set out in the table below:

<i>Date</i>	<i>Announcement</i>
<i>3/11/2017</i>	UTR Completes Oversubscribed Capital Raising of AUD \$2.5m
<i>1/11/2017</i>	Trading halt
<i>31/10/2017</i>	September 2017 Quarterly Report
<i>27/10/2017</i>	Notice of Special General Meeting/Proxy Form
<i>27/10/2017</i>	Annual Report to Shareholders
<i>27/10/2017</i>	Notice of Annual General Meeting/Proxy Form
<i>26/10/2017</i>	Reinstatement to official quotation
<i>26/10/2017</i>	UTR Partners with Chemours to Jointly Develop Anode Material
<i>25/10/2017</i>	UltraCharge to Undertake Selective Capital Reduction
<i>25/10/2017</i>	Extension of voluntary suspension
<i>23/10/2017</i>	ASX waiver granted
<i>23/10/2017</i>	Extension of voluntary suspension
<i>19/10/2017</i>	Extension of voluntary suspension
<i>18/10/2017</i>	Suspension from Official Quotation
<i>16/10/2017</i>	Trading halt
<i>11/10/2017</i>	Investor Presentation - Updated for Cathode IP
<i>10/10/2017</i>	Initiation of Research Coverage
<i>9/10/2017</i>	UltraCharge to Acquire Evolutionary New LIB Cathode IP
<i>6/10/2017</i>	UTR Iron Flow Battery Has Big Potential to Meet UPS Demands
<i>5/10/2017</i>	Investor Presentation October 2017
<i>4/10/2017</i>	UltraCharge to Upscale Production for Leclanche
<i>26/9/2017</i>	Appendix 3B-Release of Securities from Escrow
<i>19/9/2017</i>	Change in substantial holding
<i>01/9/2017</i>	Release of Securities from Escrow
<i>31/08/2017</i>	Appendix 4G

7.3. Interests of directors

7.3.1. Other than as set out below or elsewhere in this *prospectus*, no director has or had within 2 years before the lodgement of this *prospectus* with ASIC, any interest in:

- (a) the formation or promotion of the *company*;
- (b) property acquired or proposed to be acquired by the *company* in connection with its formation or promotion or the cleansing offer pursuant to this prospectus; or
- (c) the *cleansing offer*,

and no amounts have been paid or agreed to be paid (in cash or *shares* or otherwise) to any *director* either to induce them to become, or to qualify them as, a director or otherwise for services rendered by them in connection with the formation or promotion of the *company* or the *cleansing offer*.

7.3.2. The relevant interest of each of the *directors* in the *securities* of the *company* as at the date of this *prospectus* is set out below:

<i>director</i>	<i>shares</i>	<i>options</i>	<i>performance rights</i>
<i>Doron Nevo</i>	2,187,500	-	3,750,000
<i>Kobi Ben-Shabat</i>	32,316,481	-	13,125,000
<i>David Wheeler</i>	2,070,000	2,000,000	-
<i>Yuri Nehushtan</i>	9,655,981	-	3,750,000
<i>John Paitaridis</i>	2,250,000	-	6,750,000

7.3.3. Details of the *directors*' expected remuneration (exclusive of superannuation or GST) are set out in the table below:

<i>director</i>	<i>proposed remuneration for year ended 30 June 2018</i>	<i>proposed remuneration for year ended 30 June 2019</i>
<i>Doron Nevo</i>	A\$57,600	A\$57,600
<i>Kobi Ben-Shabat</i>	US\$240,000	US\$240,000
<i>David Wheeler</i>	A\$48,000	A\$48,000
<i>Yuri Nehushtan</i>	A\$48,000	A\$48,000
<i>John Paitaridis</i>	A\$48,000	A\$48,000

7.4. Interests of experts and advisors

Other than as set out below or elsewhere in this *prospectus*, no promoter of the *company* or person named in this *prospectus* as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this *prospectus* has, or had within the 2 years preceding lodgement of this *prospectus* with ASIC, any interest in:

- (a) the formation or promotion of the *company*;
- (b) any property acquired or proposed to be acquired by the *company* in connection with its formation or promotion or in connection with the *cleansing offer*,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with the formation or promotion of the *company* or the *cleansing offer*.

- 7.4.1. Blackwall Legal LLP has acted as the *company's* solicitors in relation to the *cleansing offer*. The *company* estimates it will pay Blackwall Legal LLP approximately \$5,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this *prospectus* with ASIC, Blackwall Legal LLP has been paid fees totalling approximately \$197,000 (excluding GST and disbursements) for legal services provided to the *company*.

7.5. Consents

- 7.5.1. Chapter 6D of the Corporations act imposes a liability regime on the *company* (as the offeror of the securities), the *directors*, the persons named in the prospectus with their consent as incoming directors, any underwriters, persons named in the *prospectus* with their consent having made a statement in the *prospectus* and persons involved in a contravention in relation to the *prospectus*. Although the *company* bears primary responsibility for the *prospectus*, the other parties involved in the preparation of the *prospectus* can also be responsible for certain statements in it.

- 7.5.2. Other than as set out below, each of the parties referred to in this *section*:

- (a) has not authorised or caused the issue of this *prospectus*;
- (b) does not make, or purport to make, any statement in this *prospectus* other than those referred to in *section 7.2*;
- (c) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this *prospectus* other than a reference to its name and a statement included in this *prospectus* in *section 7.2* with the consent of that party; and
- (d) was not involved in the preparation of this *prospectus* or any part of it except where expressly attributed to that person.

-
- 7.5.3. Blackwall Legal LLP has given its written consent to being named as the solicitors to the *company* in this *prospectus*. Blackwall Legal LLP has not withdrawn its consent prior to the lodgement of this *prospectus* with ASIC.

7.6. Expenses of the cleansing offer

- 7.6.1. The expenses of the *cleansing offer* are expected to comprise the following amounts, which are exclusive of any GST payable by the *company*:

<i>Expense</i>	<i>Amount (\$)</i>
<i>Legal fees</i>	5,000
<i>ASIC lodgement fee</i>	2,400
<i>Miscellaneous</i>	1,000
<i>Total</i>	8,400

7.7. Litigation

As at the date of this *prospectus*, the *company* is not involved in any legal proceedings and the *directors* are not aware of any legal proceedings pending or threatened against the *company*.

8. DIRECTORS' AUTHORISATION

This *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 *prospectus* with ASIC.

A handwritten signature in blue ink, appearing to read 'D. Wheeler', followed by a period.

Mr David Wheeler
Non-Executive Director

for and on behalf of
UltraCharge Limited

9. GLOSSARY

In this *prospectus*, unless the context otherwise requires, the following terms have the following meanings:

1st tranche placement	has the meaning given to that term in <i>section 4.1.2</i> .
2nd tranche placement	has the meaning given to that term in <i>section 4.1.4</i> .
applicant	a person who applies for <i>shares</i> pursuant to the <i>cleansing offer</i> .
application	a valid application to subscribe for <i>shares</i> under this <i>prospectus</i> .
application form	the acceptance form to be provided to applicants pursuant to <i>section 3.3.1</i> .
application monies	money subscribed by <i>applicants</i> in respect of <i>applications</i> .
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691, or where the context requires, the securities exchange which it runs.
board	the board of <i>directors</i> .
business day	a day (other than a Saturday or a Sunday) on which banks in Perth, Western Australia are open for normal business.
CHESS	ASX's Clearing House Electronic Subregistry System.
cleansing offer	has the meaning given to that term in <i>section 4.1.1</i> .
closing date	22 December 2017 (unless extended).
company	UltraCharge Limited ACN 140 316 463, a public company incorporated and existing in Australia and listed on <i>ASX</i> .
constitution	the constitution of the <i>company</i> from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
director	a director of the <i>company</i> .
dollar, \$, A\$ or AUD	the lawful currency of the Commonwealth of Australia.

<i>exempt investor</i>	a person to whom <i>securities</i> may be issued without disclosure in accordance with section 708 of the <i>Corporations Act</i> .
<i>glossary</i>	this glossary of terms.
<i>issuer sponsored</i>	<i>securities</i> issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in <i>CHESS</i> .
<i>listing rules</i>	the official listing rules of <i>ASX</i> from time to time.
<i>offer period</i>	the period between the date of this <i>prospectus</i> and the <i>closing date</i> .
<i>option</i>	an option to acquire a <i>share</i> .
<i>official quotation</i>	quotation of <i>shares</i> on <i>ASX</i> .
<i>performance right</i>	a right to be issued a <i>share</i> on achievement of a performance milestone.
<i>placement shares</i>	<i>shares</i> issued under the <i>1st tranche placement</i> and the <i>2nd tranche placement</i> .
<i>prospectus</i>	this prospectus dated 3 November 2017.
<i>section</i>	a section of this <i>prospectus</i> .
<i>securities</i>	has the meaning given to that term in section 92 of the <i>Corporations Act</i> .
<i>settlement operating rules</i>	the settlement rules of the securities clearing house which operates <i>CHESS</i> .
<i>shares or ordinary shares</i>	fully paid ordinary shares in the capital of the <i>company</i> .
<i>shareholders</i>	the holders of <i>shares</i> from time to time.
<i>UltraCharge technology</i>	the technology associated with the research, development and commercialisation of lithium-ion battery components undertaken by the <i>company</i> .
<i>US\$</i>	the lawful currency of the United States of America.
<i>WST</i>	Western Standard Time, being the time in Perth, Western Australia.