

Form604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme ULTRACHARGE LIMITEDACN/ARSN 140 316 463**1. Details of substantial holder(1)**Name ULTRACHARGE LIMITEDACN/ARSN (if applicable) 140 316 463

There was a change in the interests of the substantial holder on

26/06/17

The previous notice was given to the company on

02/06/17

The previous notice was dated

02/06/17**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate(2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities(4) | Previous notice | | Present notice | |
|----------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares | 300,376,156 | 48.41% | 267,436,503 | 42.12% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change(6) | Consideration given in relation to change(7) | Class and number of securities | Person's votes affected |
|----------------|--|--|--|--------------------------------|-------------------------|
| 26/06/17 | UltraCharge Limited | Vesting of Escrowed Performance Rights | Nil | 32,939,653 Ordinary Shares | 32,939,653 |
| | | | | | |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Nature of relevant interest (6) | Class and number of securities |
|-----------------------------|---|--|
| UltraCharge Limited | The company entered into restriction agreements with some of its shareholders as required by the ASX listing rules in connection with the company's reinstatement to official quotation on ASX. The agreements are in the form of Appendix 9A to the ASX Listing Rules. Under the restriction agreements, the relevant shareholders are restricted from disposing of the relevant shares for the period imposed by ASX. Details of the relevant shareholders, number of shares and restriction periods are set out in Annexure A to this Form. | 183,376,695 Fully Paid Ordinary Shares |
| UltraCharge Limited | The company also entered into restriction agreements with some of its shareholders in excess of the requirements of the ASX listing rules in connection with the company's reinstatement to official quotation on ASX. The agreements are in the form of Appendix 9A to the ASX Listing Rules. Under the restriction agreements, the relevant shareholders are voluntarily restricted from disposing of the relevant shares for a period in excess of that which was imposed by ASX. Details of the relevant shareholders, number of shares and restriction periods are set out in Annexure A to this Form. | 84,059,808 Fully Paid Ordinary Shares |

5 Changes in association

The persons who have become associates(2)of, ceased to be associates of, or have changed the nature of their association(9)with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| n/a | n/a |
| | |

6 Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|---------------------|--|
| UltraCharge Limited | Level 6, 105 St Georges Terrace, Perth WA 6000 |
| | |

Signature

print name

Peter Webse

capacity

Company Secretary

sign here



date 26/ 6 /2017

DIRECTIONS


- ① If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- ② See the definition of "associate" in section 9 of the Corporations Act 2001.
- ③ See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- ④ The voting shares of a company constitute one class unless divided into separate classes.
- ⑤ The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- ⑥ Included detail of:
 - ⑥ any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - ⑥ any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting power or disposal of these securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- ⑦ Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- ⑧ If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- ⑨ Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ase consult your accountant or solicitor for further advice.

Ultracharge Limited ACN 140 316 463

This is **Annexure A** of 2 pages referred to in Form 604 – Notice of change of interests of substantial holder

Signed: 
Peter Webse

Date: 26 June 2017

| Holder of relevant interest | Registered holder | Person entitled to be registered as holder | Class and number of securities | ASX-imposed escrow period | Additional voluntary escrow period |
|-----------------------------|---|---|--------------------------------|-----------------------------|------------------------------------|
| Ultracharge Limited | 102 Capital Management | Yury Nehushtan | 9,655,981 | 24 months from re-quotation | - |
| Ultracharge Limited | 102 Capital Management | Dr. Borenstien Ltd | 31,102,129 | - | 24 months from re-quotation |
| Ultracharge Limited | 102 Capital Management | Ariel Malik | 32,783,325 | - | 24 months from re-quotation |
| Ultracharge Limited | 102 Capital Management | Kobi Ben-Shabath | 5,876,247 | 24 months from re-quotation | - |
| Ultracharge Limited | Tamarind Investment Inc | Tamarind Investment Inc | 18,493,158 | | 24 months from re-quotation |
| Ultracharge Limited | Dragon Innovation Ltd. | Dragon Innovation Ltd. | 1,681,196 | | 24 months from re-quotation |
| Ultracharge Limited | Libertine Investments Pty Ltd | Libertine Investments Pty Ltd | 6,724,784 | 24 months from re-quotation | - |
| Ultracharge Limited | Reblaze Singapore Pte Ltd | Reblaze Singapore Pte Ltd | 15,428,399 | 24 months from re-quotation | - |
| Ultracharge Limited | 102 Capital Management | Kobi Ben-Shabath | 11,011,835 | 24 months from re-quotation | - |
| Ultracharge Limited | Gabriel Hewitt | Gabriel Hewitt | 8,405,981 | Until 11/7/17 | - |
| Ultracharge Limited | Nanyang Technological University - NTUitive Pte. Ltd. | Nanyang Technological University - NTUitive Pte. Ltd. | 14,009,968 | Until 11/7/17 | - |
| Ultracharge Limited | Prof. Xiaodong Chen | Prof. Xiaodong Chen | 750,000 | 24 months from re-quotation | - |
| Ultracharge Limited | Prof. Xiaodong Chen | Prof. Xiaodong Chen | 28,019,936 | Until 11/7/17 | - |
| Ultracharge Limited | 102 Capital Management | Linoam Eliad | 2,482,004 | Until 26/9/17 | - |
| Ultracharge Limited | Silver Horizon Pty Ltd | Silver Horizon Pty Ltd | 2,500,000 | 24 months from re-quotation | - |
| Ultracharge Limited | Silver Horizon Pty Ltd | Silver Horizon Pty Ltd | 21,420,933 | Until 11/7/17 | - |
| Ultracharge Limited | S L Investors Pty Ltd | S L Investors Pty Ltd | 1,214,729 | Until 11/7/17 | - |

| | | | | | |
|---------------------|---|---|-----------|-----------------------------|---|
| Ultracharge Limited | Bin Liu | Bin Liu | 8,676,635 | Until 11/7/17 | - |
| Ultracharge Limited | 102 Capital Management | Yoav Eros | 200,332 | Until 11/7/17 | - |
| Ultracharge Limited | 102 Capital Management | Rakefet Investment Limited | 2,001,994 | Until 11/7/17 | - |
| Ultracharge Limited | Global Megacorp Pty Ltd | Global Megacorp Pty Ltd | 1,245,995 | Until 19/9/17 | - |
| Ultracharge Limited | Michael Shaw-Taylor | Michael Shaw-Taylor | 178,000 | Until 19/9/17 | - |
| Ultracharge Limited | Dreampt Pty Ltd | Dreampt Pty Ltd | 711,997 | Until 19/9/17 | - |
| Ultracharge Limited | Chifley Portfolios Pty Ltd | Chifley Portfolios Pty Ltd | 1,423,994 | Until 19/9/17 | - |
| Ultracharge Limited | Dead Knick Pty Ltd | Dead Knick Pty Ltd | 1,423,994 | Until 19/9/17 | - |
| Ultracharge Limited | Kobia Holdings Pty Ltd | Kobia Holdings Pty Ltd | 1,067,996 | Until 19/9/17 | - |
| Ultracharge Limited | Greatcity Corporation Pty Ltd | Greatcity Corporation Pty Ltd | 1,245,995 | Until 19/9/17 | - |
| Ultracharge Limited | The Stephens Group Pty Ltd | The Stephens Group Pty Ltd | 1,245,995 | Until 19/9/17 | - |
| Ultracharge Limited | Sasse Pty Ltd | Sasse Pty Ltd | 1,245,995 | Until 19/9/17 | - |
| Ultracharge Limited | Khaza Nominees Pty Ltd | Khaza Nominees Pty Ltd | 1,245,995 | Until 19/9/17 | - |
| Ultracharge Limited | Bark (NSW) Pty Ltd | Bark (NSW) Pty Ltd | 711,997 | Until 19/9/17 | - |
| Ultracharge Limited | Libertine Investments Pty Ltd | Libertine Investments Pty Ltd | 711,997 | 24 months from re-quotation | - |
| Ultracharge Limited | Mr Jason Peterson + Mrs Lisa Peterson | Mr Jason Peterson + Mrs Lisa Peterson | 2,559,666 | 24 months from re-quotation | - |
| Ultracharge Limited | Stonehurst (WA) Pty Ltd | Stonehurst (WA) Pty Ltd | 1,354,325 | Until 19/9/17 | - |
| Ultracharge Limited | Brazilliant Pty Ltd | Brazilliant Pty Ltd | 406,266 | Until 19/9/17 | - |
| Ultracharge Limited | Mr Jodet Durak | Mr Jodet Durak | 812,531 | Until 19/9/17 | - |
| Ultracharge Limited | Australian Trade Access Pty Ltd | Australian Trade Access Pty Ltd | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | Grazian Pty Ltd | Grazian Pty Ltd | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | Mr Keith Douglas Bowker + Mrs Nyssa Louise Bowker | Mr Keith Douglas Bowker + Mrs Nyssa Louise Bowker | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | Gemelli Nominees Pty Ltd | Gemelli Nominees Pty Ltd | 1,236,579 | Until 19/9/17 | - |
| Ultracharge Limited | Palla Nominees Pty Ltd | Palla Nominees Pty Ltd | 1,137,576 | Until 19/9/17 | - |
| Ultracharge Limited | Jakory Pty Ltd | Jakory Pty Ltd | 1,137,576 | Until 19/9/17 | - |
| Ultracharge Limited | Pentin Pty Ltd | Pentin Pty Ltd | 568,868 | Until 19/9/17 | - |
| Ultracharge Limited | Ms Maria McLean | Ms Maria McLean | 284,514 | Until 19/9/17 | - |
| Ultracharge Limited | Mr John Ceccon + Ms Maria Lynn McLean | Mr John Ceccon + Ms Maria Lynn McLean | 284,354 | Until 19/9/17 | - |
| Ultracharge Limited | Mr Nick Tsagaris | Mr Nick Tsagaris | 568,868 | Until 19/9/17 | - |

| | | | | | |
|---------------------|-----------------------------------|-----------------------------------|-----------|-----------------------------|---|
| Ultracharge Limited | Mr Stewart James Washer | Mr Stewart James Washer | 483,482 | Until 19/9/17 | - |
| Ultracharge Limited | Mr Derek Anthony Barlow | Mr Derek Anthony Barlow | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | Naley Pty Ltd | Naley Pty Ltd | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | Ms Sally Louise Reading | Ms Sally Louise Reading | 270,897 | Until 19/9/17 | - |
| Ultracharge Limited | CPS Capital Group Pty Ltd | CPS Capital Group Pty Ltd | 2,186,550 | 24 months from re-quotation | - |
| Ultracharge Limited | Armada Capital & Equities Pty Ltd | Armada Capital & Equities Pty Ltd | 7,288,500 | 24 months from re-quotation | - |
| Ultracharge Limited | Cityscape Asset Pty Ltd | Cityscape Asset Pty Ltd | 5,101,950 | 24 months from re-quotation | - |
| Ultracharge Limited | Gideon Grader | Gideon Grader | 750,000 | 24 months from re-quotation | - |
| Ultracharge Limited | JPINTLServices Pty Ltd | JPINTLServices Pty Ltd | 2,250,000 | 24 months from re-quotation | - |
| Ultracharge Limited | Doron Nevo | Doron Nevo | 1,250,000 | 24 months from re-quotation | - |
| Ultracharge Limited | Rachid Yazami | Rachid Yazami | 1,250,000 | 24 months from re-quotation | - |

267,436,503