

Prospectus

Energy Technologies Limited
ACN 002 679 469

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth). This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Forms regarding acceptance of each Offer. If you do not understand this document, you should consult your professional adviser. The Securities offered under this Prospectus should be considered as a speculative investment.

Important information

General

This Prospectus is dated 14 February 2019 and was lodged with the Australian Securities and Investment Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange (**ASX**) takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for the offer of Shares (being continuously quoted securities under the Corporations Act), prepared in accordance with section 713 of the Corporations Act. In preparing this Prospectus, regard has been had to the fact that the Company is a 'disclosing entity' for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers.

Shares will not be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Electronic prospectus

This Prospectus may be viewed in electronic form on the ASX Announcement Platform under "EGY". The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request during the Offer Period by contacting the Company.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Applications

Applications for Shares by eligible participants may only be made on an Application Form attached to or accompanying the Prospectus. Please read the instructions in this Prospectus and on the accompanying Application Forms regarding the acceptance of the Offer. By returning an Application Form, lodging an Application Form with your stockbroker or otherwise arranging for payment for Shares in accordance with the instructions on the Application Form, an Applicant will be taken to acknowledge that they have received and read this Prospectus, have acted in accordance with the terms of the Offer to which the application applies and agreed to all of the terms and conditions as detailed in this Prospectus.

Applicants from overseas

This Prospectus does not make the Offer to investors who reside outside of Australia. The distribution of this Prospectus and the Application Forms (including electronic copies) outside Australia may be restricted by law. This Prospectus does not, and is not intended to, constitute the Offer or invitation in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such the Offer or invitation. If you come into possession of these documents, you should

observe such restrictions and should seek your own advice about such restrictions. Please refer to section 2.11 for further information.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the ASX website at www.asx.com.au). The contents of any website or filing with ASIC or ASX by the Company are not incorporated into this Prospectus and do not constitute part of the Offer unless otherwise expressly stated. 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. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest the Company or subscribe for Shares.

The Company has not authorised any person to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

Forward-looking statements

This Prospectus includes forward-looking statements that have been based on current expectations about future acts, events and circumstances, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Accordingly, the Company cannot and does 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. Further, except during the Offer Period and otherwise as required by law, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Meaning of terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary in section 0.

Currency

References to \$, A\$, AUD, or dollar are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Melbourne, Victoria, unless otherwise stated.

Corporate Directory

Directors

Mr Alfred J. Chown
(Chairman/Managing Director)

Mr Gary A. Ferguson
(Non-Executive Director)

Mr Philip W. Dulhunty
(Non-Executive Director)

Mr Yulin Hu
(Non-Executive Director)

Mr Matthew Driscoll
(Non-Executive Director)

Ms Meiping Hu
(Alternate Director to Mr Yulin Hu)

Company Secretary

Mr Gregory R. Knoke

Registered Office

102 Old Pittwater Road
Brookvale, NSW 2100

Email:
greg.knoke@energytechnologies.com.au

ASX Code

EGY

Securities Registry*

Computershare Investor Services Pty Ltd
Level 4, 60 Carrington Street
Sydney NSW 2000

Telephone: (02) 8234 5000

Auditor*

Grant Thornton Audit Pty Ltd
Level 17, 383 Kent Street, Sydney NSW
2000

*Included for information purposes only.
These entities have not been involved in the
preparation of this Prospectus.

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1. Investment Overview

1.1 Introduction

Energy Technologies Limited (the **Company**) is a company listed on the Australian Securities Exchange which is focused on the manufacture and sale of specialist industrial cables through wholly owned subsidiary Bambach Wires & Cables Pty Ltd (**BWC**). The Company, and BWC currently operates out of a plant in Brookvale, Sydney and plans to relocate its operations to a new site in the Latrobe Valley, Victoria (**New Site**).

The Company has invested significant time and funds in developing a range of specialist cables for infrastructure and defence related projects, to expand its range of products for supply to market areas where the Board consider there may be significant growth. The decision was made to focus initially on rail, and especially rail signalling cables and expand to cables for road signalling, tunnelling and rolling stock, and then to defence related cables for submarines, patrol boats and frigates/destroyers. Cables for rolling stock, tunnelling and defence related projects, as well as "low smoke zero halogen" 125 degree cables for tunnels, and fire rated cables are now either tested and approved or in the final stages of approval.

The opportunity for the Company continues to lie in the fact that it has multiple products, all Australian made and coming on stream to meet growth in infrastructure and defence spending at a time when markets are becoming increasingly protective. The Company and BWC has been successful in achieving strong growth in sales despite the significant constraints resulting from the high cost of its manufacturing facility in central Sydney, expensive rent, restricted capacity, inefficient equipment and lack of sufficient working capital and funding.

The Board holds the firm view that significantly changing market dynamics are creating a substantial opportunity for a well-funded and resourced, Australian owned and operated, cable manufacturer to drive strong returns in the near and mid-term. Therefore, the Board proposed to acquire the assets and selected employees of Advance Cables Pty Ltd (**Advance Cables**), a large Victorian based cable manufacturer, to not only increase the scale of BWC's operations, but also to harness much needed efficiencies and synergies resulting from such an acquisition. Therefore, a recapitalisation proposal was approved by shareholders at a general meeting held on 13 February 2019. Under the recapitalisation proposal, significant existing debts owed to creditors will be either converted into equity or forgiven, and the Company will raise new equity capital.

The acquisition of assets and selected employees from Advance Cables means that BWC will require a facility that is significantly larger than the existing Sydney Brookvale site, in order to allow significant increases in production capacity and efficiency, and to reduce logistical complexity. The existing Brookvale site has severely restricted growth and gross profit margins of the Company. The significant power, access and layout of the New Site enables scale efficiencies not present at the current Brookvale site. The Company's target is for BWC to commence the relocation to the New Site by 31 March 2019.

Finally, in having secured a \$2.9 million grant under the Federal Government Regional Jobs and Investment Package (**RJIP Grant**), the Board is confident in BWC's ability to develop a specialist industrial cables manufacturing facility at the New Site.

1.2 Recapitalisation Proposal

The Company on 13 February 2019 held an extraordinary general meeting at which Shareholders approved a number of resolutions in relation to a Recapitalisation Proposal.

A summary of the Recapitalisation Proposal is provided below:

- The Company and lenders including the holders of debentures and notes issued by the Company and BWC, have agreed to convert all of their existing unredeemed and unconverted debt into ordinary shares in the Company.
- The Company and BWC have entered into a triple net lease with 10 year term with the owners of the New Site. The Company will act as guarantor.
- The Company and BWC have entered into sale and purchase agreements to acquire plant and equipment, inventory and intellectual property from Advance Cables to assist in establishing the New Site. BWC will also offer employment to a number of employees of Advance Cables.
- The Company will undertake a placement to raise up to \$5 million (**Placement**) from professional and sophisticated investors, and certain people associated with the Company. The funds raised under the Placement will be used to fund the establishment of the New Site, repay costs of implementing the Recapitalisation Proposal, meet the capital contribution requirements of the RJIP Grant, and for working capital.

As part of the Recapitalisation Proposal, the Company has received Shareholder approval to consolidate its Shares on a 100 to 1 basis. (**Consolidation**). The consolidation is scheduled to occur on or around 25 February 2019.

More details of the Recapitalisation Proposal are set out in the Explanatory Notes to the Notice of Meeting announced to the ASX on 14 January 2019.

1.3 Purpose of the Offer

On 13 February 2019, the Company held an extraordinary general meeting of its Shareholders where it obtained approval to issue the followings Shares:

- (a) issue of up to 2,925,119,611 Shares (on a pre-Consolidation basis) at \$0.002 per Share to holders of secured debentures issued by the Company in full satisfaction of the Company's obligations under the secured debentures (including any interest obligations);
- (b) issue of up to 1,033,329,093 Shares (on a pre-Consolidation basis) at \$0.002 per Share to holders of first-ranking secured convertible notes issued by the Company in full satisfaction of the Company's obligations under the secured convertible notes (including any interest obligations);
- (c) issue of up to 209,305,113 Shares (on a pre-Consolidation basis) at \$0.002 per Share to the holders of unsecured convertible notes issued by the Company in full satisfaction of the Company's obligations under the unsecured convertible notes (including any interest obligations);
- (d) issue of up to 233,752,840 Shares (on a pre-Consolidation basis) at \$0.002 per Share to lenders of unsecured loans made to BWC in full satisfaction of BWC's obligations under the unsecured loans (including any interest obligations);
- (e) issue of up to 373,696,749 Shares (on a pre-Consolidation basis) at \$0.002 per Share to director Alfred J Chown or his associated entities in full satisfaction of

obligations under unsecured loans made to BWC and unsecured convertible notes issued by the Company (including any interest obligations);

- (f) issue of up to 259,759,773 Shares (on a pre-Consolidation basis) at \$0.002 per Share to director Yulin Hu or his associated entities in full satisfaction of obligations under unsecured loans made to BWC and unsecured convertible notes issued by the Company (including any interest obligations);
- (g) issue of up to 119,024,217 Shares (on a pre-Consolidation basis) at \$0.002 per Share to director Philip W Dulhunty or his associated entities in full satisfaction of the Company's obligations under second-ranking secured convertible notes (including any interest obligations);
- (h) issue of up to 68,137,914 Shares (on a pre-Consolidation basis) at \$0.002 per Share to director Gary A Ferguson or his associated entities in full satisfaction of the Company's obligations under second-ranking secured and unsecured convertible notes (including any interest obligations);
- (i) issue of up to 150,000,000 Shares (on a pre-Consolidation basis) at \$0.002 per Share to 40 clients of Shaw and Partners Limited that have paid subscription monies totalling \$300,000;
- (j) issue of up to 5,000,000 Shares (on a post-Consolidation basis) at \$0.20 per Share as consideration under the terms of sale and purchase agreements for the acquisition of Advance Cables assets, buying commitments and transition assistance); and
- (k) issue of up to 25,000,000 Shares (on a post-Consolidation basis) at \$0.20 per Share pursuant to a capital raising to sophisticated and professional investors.

The Company is obliged to ensure that the Shares issued are not subject to the secondary sale restrictions contained in the Corporations Act.

The Company is unable to issue a cleansing notice under section 708A(5) of the Corporations Act as its Shares have been suspended from trading on ASX for more than 5 trading days in the last 12 months.

Accordingly, the primary purpose of this Prospectus is to facilitate secondary trading of any Shares that may be issued by the Company as referred to above and before the Closing Date, being 5.00 pm on 4 May 2019.

Please refer to section 2.2 for further details.

1.4 Key investment risks

The risks set out below have been identified as being key risks specific to an investment in the Shares offered by the Company pursuant to this Prospectus. These risks may adversely affect the Company's financial position, prospects and price of its Shares.

(a) Operation risk

The Company needs to continue upgrading its manufacturing facilities to enable it to meet expected capacity requirements and produce locally an expanded range and size of cables. Failure to do so will substantially limit growth and will not allow anticipated margin improvement. The Company will require further significant new equipment purchases and to fully reach a capacity level to efficiently meet expected demand. The Recapitalisation Proposal includes the acquisition of plant and equipment, inventory and intellectual property from Advance Cables and the relocation of the business to a much larger and more cost effective site in the

Latrobe Valley, Victoria. This is expected to increase the efficiency and capacity of the Company's business.

The Company has based its business plan on the belief that both Federal and State governments will proceed with planned infrastructure and defence spending. Although significant projects are currently proceeding, any cancellation of these plans or continued delay will impact negatively on future opportunities of the Company.

The Company has developed products some of which still require final testing and approval. Any failure to pass testing in a timely manner or not obtain approval will impact negatively on the Company's performance.

(b) Acquisition risk

As at the date of this Prospectus, the Company has entered into a legally binding agreement to acquire the plant and equipment, inventory and intellectual property from Advance Cables, but has not completed the acquisition under that agreement.

There is a risk that this transaction is not finalised and completed by the various parties and the transaction is terminated. Given that the acquisition from Advance Cables is inter-dependent with the other elements of the Recapitalisation Proposal, if the agreement was terminated, the other elements of the Recapitalisation Proposal would not be completed.

(c) Integration risk

Upon a successful completion of the acquisition of assets from Advance Cables, there is a risk that the transition of assets and certain personnel to Advance Cables experience unexpected delays or other integration issues. Although the Directors have put in place plans to ensure minimal disruption to the Company's ability to conduct its business, should transition risks eventuate the Company's business and ability to generate revenue may be adversely affected in the short term.

(d) Government grant risk

The RJIP Grant is conditional on BWC (and the Company) contributing \$2.9 million to the development of the manufacturing facility in the Latrobe Valley (at the New Site) for the manufacture and sale of specialist industrial cables, and for completion of such development to occur by 30 June 2020. The RJIP Grant contains other conditions such as how grant money is spent, and the provision of periodic reports by BWC, and allows the RJIP Grant to be cancelled or reduced in scope due to a change in government policy or change in control of BWC which the Commonwealth reasonably believes will negatively affect BWC's ability to comply with the RJIP Grant. Further, in certain situations such as where the grant monies have been spent other than in accordance with the RJIP Grant agreement, BWC may be required to repay grant monies to the Commonwealth.

If the RJIP Grant is cancelled or reduced, or if there are breaches of certain conditions of the grant and as a result of which the Commonwealth seeks repayment of grant monies, then BWC and the Company's continued operation may be jeopardised as well as its ability to successfully complete development of the manufacturing facility.

(e) Financial risk

As disclosed in the financial statements for the period ended 30 June 2018, the consolidated entity incurred consolidated losses of after tax and minorities for FY2018 of \$3,109,926 (FY2017 loss after tax and minorities \$2,941,203). Wholly owned BWC reported a loss after tax of \$1,146,960 (FY2017 loss \$1,484,904). The

full year result is impacted by a \$340,000 write down against inventory. BWC revenue for FY2018 was 16% higher than reported for FY2017.

The Company has been supported financially by significant funds raising, which has been successfully undertaken over the past 3 years and continued in FY2018 with the issue of further debenture notes as well as loans, including loans from Directors.

At balance date of 30 June 2018, including debenture notes which totalled \$6,816,000, current liabilities exceeded current assets by \$8,501,418. The debentures had a maturity date of 31 December 2020 and Directors did not expect the debenture notes would be redeemed within the 12 month period following the date of the annual financial report.

Given the Shareholders have now approved all resolutions related to the Recapitalisation Proposal at the recent Extraordinary General Meeting, approximately \$15.8 million of the Company's liabilities are forgiven. In addition, the Recapitalisation Proposal seeks to raise up to \$5 million in the Placement, with commitments having been received from investors for \$4.5 million.

The Directors believe that it is reasonably foreseeable that the Company and BWC will continue as a going concern.

(f) Future capital requirements

The Company will most likely require further financing for its future business activities, in addition to amounts raised pursuant to the Offer and from sophisticated and professional investors under the Placement. Any additional equity financing may be dilutive to Shareholders, undertaken at lower prices than the current market price or involve restrictive conditions which limit the Company's operations and business strategies.

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a materially adverse effect on the Company's activities and its ability to continue as a going concern.

(g) Key personnel

Recruiting and retaining qualified personnel is important to the Company's success. If the Company is unable to recruit and retain appropriately qualified personnel, the Company may be adversely affected.

(h) Competition risk

The Company is a small player in a market where there are a number of very large competitors. The Company is very aware that to compete it must maintain a point of difference. To this end it must continue with a very active research and development agenda, developing new cables and continuously upgrading existing cables. It must also continue to develop its manufacturing processes and adopt a continuous upgrade program. It must also continue to excel in the level of service that it provides. Any failure in any of these areas will bring significant risk to the business.

The Recapitalisation Proposal includes the acquisition of plant and equipment, inventory and intellectual property from Advance Cables, which is expected to increase the competitiveness of the Company's business.

(i) **Currency risk**

A rise in the AUD against the USD will impact negatively on the competitiveness of the business. At AUD/USD 0.80 the business may be less competitive with imports of like quality. A fall from this level is favourable to the business whilst a rise is unfavourable.

(j) **Commodity price fluctuations**

The Company's potential earnings will be largely derived from the sale of its copper cable products. Accordingly, the Company's future revenues and cash flow will be impacted by fluctuations in the prices and available markets of raw copper. Any future revenue derived through any future sales of copper cable products exposes the potential income of the Company to commodity price risks.

Commodity prices fluctuate and may be affected by numerous factors beyond the control of the Company including:

- (i) current and expected future supply and demand for copper in the region and globally;
- (ii) forward-selling by producers;
- (iii) the level of production costs in major copper-producing regions;
- (iv) macroeconomic factors such as expectations regarding inflation and interest rates; and
- (v) the development of new technologies including any substitute products in relation to the current uses of copper cables.

Any substantial increase in the price of copper or in transport or distribution costs may have a material adverse effect on the Company and the value of its Shares.

Refer to section 4 for further details of the key risks relevant to an investment in the Company.

1.5 The Board

The Board currently comprises the Chairman and Managing Director Mr Alfred J. Chown and four Non-Executive Directors, being Mr Gary A. Ferguson, Mr Philip W. Dulhunty, Mr Yulin Hu and Mr Matthew Driscoll. Ms Meiping Hu acts as the Alternate Director to Mr Yulin Hu.

Biographies of the Directors are detailed below.

Mr Alfred J. Chown (B.Econ) - Chairman/Managing Director

Appointed 4 July 1997

Born in 1960, in Sale, Victoria, Mr Chown returned in 2012 from residing in Hong Kong. In 1987 he co-founded E.L. Consult Ltd an executive search provider that prior to being sold to the Clarius group (ASX:CND) and renamed Lloyd Morgan in March 2007, had an extensive network of offices throughout Hong Kong, China, Singapore and Malaysia. Mr Chown continues to provide his services to Lloyd Morgan in a regional role. In the early 1990's Mr Chown also co-founded Dulhunty Engineering Ltd and in 1997 this company

established Dulhunty Yangzhou Line Fittings Co Ltd, a manufacturer of line fittings for the electric power transmission and distribution industry. In 2003 Mr Chown was the driving force to merge these businesses together with Dulhunty Industries Pty Limited of Australia to form Energy Technologies Limited. Mr Chown is a former Chairman of the Australian Chamber of Commerce in Hong Kong and has extensive commercial experience in both Australia and Asia. Mr Chown is also a member of the Remuneration and Nomination Committees of the company.

Mr Gary A. Ferguson (CA) - Non-Executive Director

Appointed 1 October 2012

Mr Ferguson is a qualified accountant. During his career, he has worked for manufacturing companies as a cost accountant, lectured in accounting (post-certificate Cost Accounting) with the then Department of Technical Education, developed the methodology associated with risk analysis profiles for capital expenditure projects in both the cable and abrasive sectors and providing consultant services to these companies. Mr Ferguson relocated to Mid-North Coast NSW in 1975 and gained a very broad level of experience, owning and operating businesses in the construction, hospitality, heavy transport and earthmoving and quarry industries. In 1992 he acquired a public practice in Kempsey, specializing in providing commercial clients with advice in corporate structure, taxation, reporting and financial management areas, including providing associated legal services from in house partners. Mr Ferguson is a Member of both Chartered Accountants Australia and New Zealand (CA) and Certified Practising Accountants in Australia (CPA). Mr. Ferguson is also Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees of the company.

Mr Philip W. Dulhunty OAM - Non-Executive Director

Appointed 3 December 2014

Founder of Dulhunty Power (Aust) Pty Limited, importers, exporters and distributors of electrical power transmission equipment. Honorary Life Member and distinguished member of the international electrical transmission industry body, CIGRE and Honorary Life Senior member of IEEE. Holder of Centenary Medal for Contribution to Australian Industry. Mr Dulhunty was also the recipient of the Institute of Engineering and Technology (IET) James N Kirby Medal in 2007. Mr Dulhunty was previously a Director of the company from 31 March 2003 to 1 October 2012. Mr Dulhunty is also a member of the Audit and Nomination Committees of the company.

Mr Yulin Hu - Non-Executive Director

Appointed 25 November 2015

Mr Yulin Hu is an Australian resident and leading businessman whose roles include the President of China City Construction Holdings Limited, which owns a construction business in China with approximately 6bn RMB (A\$1.1bn) turnover.

Mr Matthew Driscoll - Non-Executive Director

Appointed 20 December 2016

Mr Driscoll has over 30 years' experience in capital markets and the financial services industry, with major financial institutions including Hartleys Limited, William Noall Limited, Burdett Buckridge and Young Limited, Westpac and ANZ McCaughan Securities Limited. He is an accomplished company director in roles with listed and private companies, undertaking leadership positions on the Board (as Chairman) and on various committees (including audit and risk committees). Mr Driscoll has significant experience in international business growth, mergers and acquisitions, equity and debt raisings and building strategic political, financial and commercial alliances. Mr Driscoll is Chairman of

BuyMyPlace.com.au Limited an ASX listed disruptive technology property services company, Non-Executive Director of Smoke Alarms Holdings Limited, a market leader in servicing smoke alarms in rental properties in Australia and recently commenced operations in New Zealand, Non-Executive Director of Workspace Australia, a multi-regional business incubator network in Central Victoria and Non-Executive Director and Responsible Manager of Advocate Strategic Investments(ASI). AFSL: 224560. ASI is a Melbourne-based independent investment management firm that provides institutional and sophisticated investor clients with customised alternative investment strategies.

Ms Meiping Hu - Alternate Director to Mr Yulin Hu

Appointed 25 November 2015

Ms Meiping Hu has a Bachelor degree in Commerce at the University of South Australia and a Master of Advanced Professional Accounting at Macquarie University. Ms Hu is currently a practising accountant and a member of CPA Australia. Ms Hu has previously worked in Fujian HongSheng Construction Group Co., Ltd and an accounting practice in Hong Kong, and has been assisting Mr Hu in various matters in Australia for over eight years such as property investment and imports and exports.

1.6 Company Secretary

Mr Gregory R. Knoke, (B. Com, CA) - Company Secretary and Chief Financial Officer

Appointed 30 April 2003

Director of Cogenic Pty Limited. Mr Knoke was a director of Energy Technologies Limited from May 2000 until 30 April 2003, resigned upon acceptance of the position of CFO. Born in 1952, educated at University of NSW and graduated in 1973 with major in accountancy, he holds a Bachelor of Commerce degree with merit. Mr Knoke is a Chartered Accountant and Associate member of Chartered Accountants Australia and New Zealand since 1979, an affiliate member of Chartered Secretaries of Australia and member of the Australia China Business Council. Business consultant and advisor, with extensive work experience throughout Asia and Europe, Mr Knoke spent 13 years in Hong Kong as Asian Group Financial Controller and Director for BIL Asia Holdings Limited and subsidiaries of the Brierley Investments Limited Group.

2. Details of the Offer

2.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 10,000 new Shares at an issue price of \$0.20 per new Share to raise up to \$2,000 (before expenses).

The Offer will only be extended to specific parties on invitation from the Directors.

Application Forms will only be provided by the Company to these parties.

All of the Shares offered under this Prospectus will be issued post-Consolidation and rank equally with Shares on issue at the date of this Prospectus.

2.2 Purpose of Offer

The Company is seeking to raise only a nominal amount of \$2,000 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company before the Closing Date.

Relevantly, 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;
- (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.

2.3 Applications for Shares

Applications for Shares may be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.20 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company by the Closing Date at the following address:

The Company
102 Old Pittwater Road
Brookvale, NSW 2100

Cheques must be made payable to "Energy Technologies Limited – Share Offer Account" and crossed "Not Negotiable".

An original, completed and lodged Application Form constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in that Application Form. The Application Form does not need to be signed to be valid.

If an Application Form is not completed correctly, it may be treated by the Company as valid at its discretion. The Directors' decision as to whether to treat such an Application Form as valid and how to construe, amend or complete a form is final.

2.4 Timetable

The Offer will open for receipt of Applications on 14 February 2019 and will close at 5.00 pm (Melbourne time) on 4 May 2019.

The Directors reserve the right to extend the Offer Period or close the Offer prior to the Closing Date, subject to the requirements of the *Corporations Act* and the Listing Rules.

2.5 Issue of Shares

The Shares offered under the Offer are expected to be issued as soon as practicable following the Closing Date for the Offer.

Holding Statements with respect to the Shares offered under the Offer are expected to be issued within 5 Business Days after the issue of the Shares under the Offer. The sale by an Applicant of any Shares prior to the receipt of a Holding Statement is at the Applicant's own risk.

2.6 ASX quotation

The Company will apply for Official Quotation on ASX of any Shares issued pursuant to this Prospectus 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 the ASIC), and unless the Company lodges a "refresh prospectus" in reliance on ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 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.

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.

2.7 Minimum subscription

The Offer is not subject to any minimum subscription condition or requirement.

2.8 Underwriting

The Offer is not underwritten.

2.9 Withdrawal

The Directors may decide to withdraw this Prospectus or the Offer at any time before issue of any Shares.

2.10 Application Moneys to be held on trust

Application Money will be held by the Company on trust in accordance with the requirements of the Corporations Act until the Shares to which the Application Money relates are issued under the Offer, or a refund of Application Money occurs in the circumstances described in this Prospectus.

The Company will retain any interest earned on Application Money, including in the event of any refund of Application Money.

2.11 Applicants outside of Australia

This Prospectus does not constitute the Offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer.

It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued Shares. Return of a duly completed Application Form will constitute a representation and warranty by an Applicant that there has not been any breach of such regulations.

The Company has not taken any action to register or qualify the Shares or the Offer, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia.

Prospective investors located outside Australia are advised that the information contained within this Prospectus has not been prepared with regard to matters that may be of particular concern to them. Accordingly, prospective investors located outside Australia should consult with their own legal, financial and tax advisors concerning the information contained within the Prospectus and as to the suitability of an investment in the Shares in their particular circumstances.

2.12 CHESS and issuer sponsorship

The Company participates in the Clearing House Electronic Sub-Register System (**CHESS**), operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of its Securities.

Under CHESS, the Company does not issue certificates to the holders of Securities. Instead, the Company provides holders with a Holding Statement (similar to a bank account statement) that sets out the number of Shares allotted and issued to them under this Prospectus.

This Holding Statement also advises investors of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement is routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time. However, a charge may be incurred for additional statements.

2.13 Taxation implications

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions for potential Applicants.

Neither the Company nor any of its advisers or officers accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offer. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offer.

2.14 Privacy disclosure

The Company collects information about each Applicant from the Application Forms for the purpose of processing the Application and, if the Applicant is successful, for the purposes of administering the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement.

The Company and the Securities Registry may disclose an Applicant's personal information for purposes related to the Applicant's investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- (a) the Securities Registry for ongoing administration of the Company's register;
- (b) the Company's related bodies corporate (as that term is defined in the Corporations Act), agents, contractors and third-party service providers, as well as

to ASX, ASIC and other regulatory authorities (including the Australian Taxation Office); and

- (c) the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Applicant becomes a Security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the Securities held) in its public register. This information must remain in the Company's register even if that person ceases to be a Security holder of the Company. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Security holders) and compliance by the Company with legal and regulatory requirements.

If an Applicant does not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

Under the Privacy Act, a person may request access to their personal information held by (or on behalf of) the Company or the Securities Registry. An Applicant can request access to their personal information by writing to the Company through the Securities Registry.

2.15 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety.

If after reading this Prospectus you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or financial advisor.

3. Effect of the Offer

3.1 Capital structure

If all Shares offered under the Offer are subscribed for and the capital structure of the Company is expected to be as follows.

Shares	Number per issue	Total number
Shares on issue at the Prospectus Date 348,245,332		
Shares to be issued at \$0.002 per Share upon conversion of \$15.8 million of debt as approved by members at the Extraordinary General Meeting.	5,222,125,309	5,570,370,641
Shares to be issued at \$0.002 per Share to investors that have committed \$300,000 under existing placement agreement as approved by members at the Extraordinary General Meeting.	150,000,000	5,720,370,641
Consolidation (100 to 1) 57,203,707		
Shares to be issued at \$0.20 per Share as consideration for Advance Cables inventory, brand name, commitment for established buying patterns and assistance in securing key transitional personnel, as approved by members at the Extraordinary General Meeting.	5,000,000	62,203,707
Shares to be issued at \$0.20 per Share under Placement to raise up to \$5,000,000 (maximum raise), as approved by members at the Extraordinary General Meeting.	25,000,000	87,203,707
Shares to be issued under Prospectus at \$0.20 per Share	10,000	87,213,707
Total Shares following completion of the Offer 87,213,707		

3.2 Effect on financial position of the Company

After paying the expenses of the Offer of approximately \$8,206 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves.

The net effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$6,206 (exclusive of GST).

4. Risk Factors

4.1 Introduction

The business operations of the Company and its controlled entities, as in any business, are subject to risks which may impact upon the Company's future performance. There cannot be any guarantee that the Company will achieve its stated objectives.

Potential Applicants should read the entire Prospectus and review announcements made by the Company to ASX (at www.asx.com.au under the code 'EGY') in order to gain an understanding of the Company, its activities, operations, financial position and prospects.

An investment in the Company's Securities should be considered speculative. Securities do not carry any guarantee with respect to the payment of any dividends, returns of capital or the market value of those Securities.

Potential Applicants should consider the risk factors set out below, which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to acquire any Securities in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

4.2 Company specific risks

The risks that have been identified as being key risks specific to an investment in the Company are set out in section 1.4.

4.3 General investment risks

(a) Share market conditions

As with all share market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the Offer Price under the Offer.

General factors that may affect the market price of Shares, include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) Liquidity risk

There cannot be any guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell Shares held by them. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid for the Shares.

(c) Dilution risk

In the future, the Company may elect to issue Shares to engage in fundraising and also to fund, or raise proceeds for, investments the Company may decide to make. While the Company will be subject to the constraints of the Listing Rules regarding

the percentage of the Company's capital that can be issued within a 12-month period (other than where exceptions apply), Shareholders may be diluted as a result of such issues of Shares and fundraisings.

(d) **Changes to the accounting standards**

Australian Accounting Standards are issued by the Australian Accounting Standards Board and are not within the control of the Company or its Directors. Any changes to the accounting standards or to the interpretation of those standards may have a material adverse effect on the reported financial performance or financial position of the Company.

(e) **Regulatory**

Changes in legislation and government policy in Australia and internationally (including taxation policies, monetary policies and laws governing corporations and corporate conduct) could materially affect the operating results of the Company.

(f) **Other risks**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities following the occurrence of an insurable risk, and other matters that may interfere with the business or trade of the Company.

5. Rights and liabilities attached to Shares

Full details of the rights and liabilities attaching to the Shares are contained in the Constitution and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASX Settlement Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office. .

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

(a) **Share capital**

All issued ordinary fully paid Shares rank equally in all respects.

(b) **Voting rights**

At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for each share other than a fully paid share, the proportion of 1 vote that the amount paid on the share bears to the total amounts paid and payable on the share.

(c) **Dividends**

Subject to the Corporations Act and any rights of persons entitled to Shares with special rights to dividends, the Directors may determine that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each member entitled to that dividend.

All dividends as declared by the Directors shall be payable on all Shares in proportion to the amount of capital paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividends are paid, unless the share is issued on terms providing to the contrary.

Subject to the Corporations Act, dividends are payable out of the profits of the Company as determined by the Directors. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other securities of the Company or any other body corporate.

(d) Rights on winding-up

Subject to the Corporations Act and any rights or restrictions attached to a class of Shares, the liquidator may on winding-up of the Company, 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 the liquidator considers fair on any property to be divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) Transfer of Shares

Subject to the Listing Rules, Shares in the Company may be transferred by:

- (i) a proper ASX Settlement transfer or any other method of transferring or dealing in Shares introduced by the ASX or operated in accordance with the ASX Settlement Rules or the Listing Rules as recognised under the Corporations Act; or
- (ii) an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.

If permitted to do so by the Listing Rules the Directors may:

- (i) request ASX Settlement to apply a holding lock to prevent a transfer of CHESS approved securities registered on the CHESS subregister; or
- (ii) decline to register a transfer of Shares to which (i) does not apply.

The Directors must refuse to register a transfer of Shares (or request a holding lock to prevent transfer of CHESS approved securities) if the Listing Rules require the Company to do so, or the transfer is in breach of the Listing Rules or a restriction agreement.

(f) Further increases in capital

Subject to the Constitution, the Corporations Act and the Listing Rules (and any special rights conferred to the holders of any Shares or class of Shares), the issue of Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms and conditions having attached to them such preferred, deferred or other special rights or such restrictions, whether regard to dividend, voting, return of capital or otherwise as the Directors determine.

Subject to the Constitution, the Corporations Act and the Listing Rules, the Directors have the right to issue Options over Shares or pre-emptive rights, to any person, for any consideration.

(g) Variation of rights attaching to Shares

The rights attaching to the Shares of a class (unless otherwise provided by their terms of issue) may only be varied or cancelled by a special resolution passed at a separate general meeting of the holders of those Shares of that class, or with the written consent of the holders of at least three-quarters of the issued Shares of that class.

6. Continuous disclosure documents

6.1 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a “disclosing entity” for the purposes of the Corporations Act and, therefore, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of the Company’s Shares, subject to certain exceptions.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time throughout the 12 months before the issue of this Prospectus which require the Company to notify ASX of information about specific events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

6.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company’s 2018 annual financial report to shareholders on 28 September 2018:

Date	Description of ASX Announcement
13 February 2019	Results of EGY Extraordinary General Meeting
11 February 2019	Consolidation/Split - EGY
15 January 2019	Recapitalisation Proposal
14 January 2019	Proxy Form EGM
14 January 2019	Notice of Extraordinary General Meeting
14 January 2019	Reinstatement to Official Quotation
14 January 2019	Recapitalisation proposal overview
30 November 2018	Results of 2018 Annual General Meeting
12 November 2018	Voluntary Suspension
12 November 2018	Response to ASX Price Query

8 November 2018	Trading Halt
8 November 2018	Pause In Trading
25 October 2018	Proxy Form EGY 2018 AGM
25 October 2018	Notice of AGM 2018
28 September 2018	Appendix 4G EGY FY2018

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Copies of documents lodged with ASX, in relation to the Company, including the Company's corporate governance policies, may be obtained from the ASX's website www.asx.com.au using ASX Code 'EGY'.

The Company will provide a copy of each of the following documents, free of charge, to any person on request from the date of this Prospectus until the Closing Date of the Offer:

- (a) the annual financial report of the Company for the financial year ended 30 June 2018, being the annual financial report of the Company most recently lodged with the ASIC before the issue of this Prospectus; and
- (b) any documents used to notify ASX of information relating to the Company in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act during the period from lodgement of the annual financial report referred to in section 6.2(a) above until the issue of the Prospectus .

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

7. Additional information

7.1 Security holding interests of Directors

- (a) At the date of this Prospectus the voting power of each of the Directors are as follows:

Director	Shares	Voting Power %
Mr Alfred J. Chown	50,660,691	14.56
Mr Gary A. Ferguson	47,266,126	13.58
Mr Philip W. Dulhanty	23,145,135	6.64
Mr Yulin Hu	87,845,969	25.23
Mr Matthew Driscoll	2,577,313	0.74
Ms Meiping Hu	87,845,969	25.23

- (b) At the completion of the Recapitalisation Proposal which includes completion of the Consolidation and issue of consideration shares for Advance Cables, but prior to completion of the Placement, the voting power of each of the Directors are as follows:

Director	Shares	Voting Power %
Mr Alfred J. Chown	4,243,575	6.82 ¹
Mr Gary A. Ferguson	1,154,041	1.86
Mr Philip W. Dulhanty	1,421,694	2.29
Mr Yulin Hu	3,476,058	5.59
Mr Matthew Driscoll	25,774	0.04
Ms Meiping Hu	3,476,058	5.59

¹ As disclosed in the Explanatory Notes to the Notice of Meeting, Mr Chown has along with other sophisticated and professional investors committed to subscribe for \$2.5 million in the Placement, unless other sophisticated and professional investors subscribe for up to that amount. This amount is in addition to commitments and intentions by certain other investors to subscribe for \$2 million in the Placement. Therefore, subject to other investors (including the Directors) who may decide to participate in the Placement, Mr Chown's voting power may increase to approximately 10% (based on Mr Chown's commitment to subscribe for Shares under the Placement and assuming that \$4.5 million is raised under the Placement).

7.2 Remuneration of Directors

The Constitution provides that the Directors are entitled to be paid out of the funds of the Company as remuneration for their services as Directors such sum accruing from day to day as the Company in general meeting determines. In relation to Non-Executive Directors, the aggregate remuneration is to be not more than \$500,000 per annum, to be divided amongst the Directors as they may from time to time agree or, in the absence of agreement, equally.

A Director may be paid fees or other amounts as the Directors determine, where a Director is requested to perform additional or special duties for the Company. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship.

The table below sets out the remuneration of each Director for the financial years ending 30 June 2017 and 30 June 2018:

Director	Financial year up to 30 June 2017	Financial year up to 30 June 2018
Mr Alfred J. Chown	\$315,961	\$332,486
Mr Gary A. Ferguson	\$25,000	\$25,000
Mr Philip W. Dulhunty	\$20,000	\$20,000
Yulin Hu	\$20,000	\$20,000
Matthew Driscoll	\$25,000	\$10,000

Further information relating to the remuneration of Directors can be found in the Company's 2018 Annual Report, which can be found on the ASX announcements webpage for the Company (ASX Code: EGY).

7.3 Expenses of the Offer

The expenses of the Offer (assuming full subscription) are expected to comprise the following estimated costs:

Expense	Amount
ASIC fees	\$3,206
Other expenses (including legal costs and share registry)	\$5,000
TOTAL	\$8,206

7.4 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus:

- (a) all other persons 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 do not have, and have not had in the 2 years before the Prospectus Date, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - (iii) the Offer; and
- (b) amounts have not been paid or agreed to be paid (whether in cash, Securities or otherwise), and other benefit have not been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offer.

8. Directors' statement and consents

The 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 and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

A handwritten signature in black ink, appearing to read 'Alfred J Chown', with a long horizontal stroke extending to the right.

Mr Alfred J Chown
Chairman/Managing Director

Date: 14 February 2019

9. Glossary, definitions and interpretation

The meanings of the terms used in this Prospectus are as set out below.

A\$, AUD\$ or \$ means Australian dollars.

Advance Cables means Advance Cables Pty Ltd ACN 006 790 816.

Applicant means a person who applies for Shares under and in accordance with this Prospectus.

Application means a valid application for Shares offered under this Prospectus.

Application Form means the application form for the Offer accompanying this Prospectus.

Application Moneys means money received from an Applicant in respect of an Application.

ASIC means the Australian Securities and Investments Commission.

ASX means **ASX Limited** (ACN 008 624 691) trading as the 'Australian Securities Exchange'.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Rules means the settlement rules of ASX Settlement.

Board means the board of Directors of the Company.

Business Day has the meaning given to it in the Listing Rules.

BWC means Bambach Wires and Cables Pty Ltd ACN 004 012 391

CHESS means Clearing House Electronic Sub-register System operated by ASX Settlement.

Explanatory Notes means the statement accompanying the Notice of Meeting explaining the resolutions put to Shareholders at the Extraordinary General Meeting.

Extraordinary General Meeting means the extraordinary general meeting held on 13 February 2019 at 102 Old Pittwater Road, Brookvale New South Wales.

Closing Date means the closing date of the Offer, being 5.00 pm (Melbourne time) on 4 May 2019.

Company means Energy Technologies Limited (ACN 002 679 469).

Consolidation means the consolidation of every 100 Shares to 1 Share, as approved at the Extraordinary General Meeting.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Prospectus.

Executive Director means an executive Director of the Company.

GST means Goods and services tax.

Holding Statement means a statement of Shares registered in a CHESS account.

Listing Rules means the listing rules of ASX.

New Site means the site in Rosedale, Latrobe Valley where BWC will relocate its operations.

Non-Executive Director means a non-executive Director of the Company.

Notice of Meeting means the notice of meeting for the Extraordinary General Meeting announced on the ASX on 14 January 2019.

Offer Period means in relation to the Offer, the period commencing on the Opening Date and ending on the Closing Date for the Offer.

Offer Price means in relation to the Offer, the issue price of each new Share.

Official Quotation means the admission of Securities to the official list of the ASX.

Opening Date means the opening date of the Offer, being 14 February 2019.

Option means an option to subscribe for a Share.

Placement means a placement of new Shares (at \$0.20 per Share) to sophisticated and professional investors and certain people associated with the Company to raise up to \$5,000,000 as approved at the Extraordinary General Meeting.

Privacy Act means a *Privacy Act 1988* (Cth).

Prospectus means this document, including the Application Forms.

Prospectus Date means the date of this Prospectus, being the date that this Prospectus is lodged with ASIC.

Recapitalisation Proposal means the transaction approved by Shareholders at the Extraordinary General Meeting and summarised at section 1.2.

RJIP Grant means the grant provided under the Federal Government's Regional Jobs and Investment Package.

Subsidiary has the meaning given to that term in the Corporations Act.

Securities has the meaning given to that term in section 761A of the Corporations Act.

Securities Registry means the Company's securities registry, Computershare Investor Services Pty Limited.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Application Form

Offer closes 5.00 pm (Sydney time) on Day, Date Month Year

This Application Form relates to the Offer by Energy Technologies Limited (the "Company") of fully paid ordinary shares ("Shares") in the Company, made under the prospectus ("Prospectus") lodged with the Australian Securities and Investments Commission on 14 February 2019 (or any supplementary or replacement prospectus). This Application Form is important. If you are in doubt as to how to deal with it, please contact your financial or other professional adviser. You should read the entire Prospectus carefully before completing this Application Form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus. Capitalised terms have the meaning given to them in the Prospectus.

By applying under the Offer, you make the acknowledgments, declarations, representations and warranties set out in the Prospectus.

STEP 1 Shares applied for

Enter the number of Shares you wish to apply for. Enter the amount of the Application Monies. To calculate this amount, multiply the number of Shares applied for by the offer price which is A\$0.20.

STEP 2 Applicant name(s) and postal address

Enter the full name you wish to appear on the confirmation statement. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table overleaf for the correct forms of registrable title(s). Applications using the wrong form of names may be rejected. CHESS participants should complete their name identically to that presently registered in CHESS. Enter your postal address for all correspondence. All communications to you from the Share Registry will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered. Enter your contact name and telephone number. This information may be used to communicate other matters to you subject to the Company's privacy statement. This is not compulsory but will assist us if we need to contact you.

STEP 3 CHESS holdings only

If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN.

Otherwise, leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" ("SRN") will be allocated to you.

Please note that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Shares issued will be held on the issuer sponsored subregister.

STEP 4 Application payment

Applicants under the Offer must return this Application Form and Application Monies to the Company.

Cheque(s) or bank draft(s) must be in Australian dollars and drawn on an Australian branch of an Australian bank, must be crossed 'Not Negotiable' and must be made payable to "Energy Technologies Limited - Share Offer Account". Cash is not accepted.

Lodgement instructions

The Offer is expected to close at 5.00pm (Sydney time) on Day, Date Month 2019, unless varied in accordance with the Corporations Act and ASX Listing Rules. You should allow sufficient time for postage. Return the Application Form with cheque(s) attached to: The Company, 102 Old Pittwater Road, Brookvale, NSW 2100.

Neither Computershare nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS), as registry for Energy Technologies Limited for the purpose of maintaining registers of securities and facilitating payments and other corporate actions and communications. Your personal information may be disclosed to related bodies corporate of CIS, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act, you may be sent material (including marketing material) approved by Energy Technologies Limited in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this Application Form or e-mail privacy@computershare.com.au.

[illegible]

Individual / joint applications - refer to naming standards for correct form of registrable title(s)

[illegible]

Joint applicant 2 or account designation

Joint applicant 3 or account designation

[illegible][illegible][illegible]

City/Suburb/Town _____ State _____ Postcode _____

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Contact name

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Drawer	Cheque number	BSB number	Account number	Amount of payment
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By returning this Application Form with your Application Monies:

- you declare that this Application is completed and lodged according to the Prospectus and the declarations/statements on this Application Form;
- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations, contained in the Prospectus and this Application Form;
- you declare that all details and statements made are complete and accurate;
- you declare that each applicant, if a natural person, is at least 18 years old;
- you declare that you are located in Australia or New Zealand, not acting for the account or benefit of any person in the United States;
- you represent and warrant that the law of any other place does not prohibit you from being given the Prospectus and any supplementary or replacement prospectus or making an Application on this Application Form;
- you provide authorisation to be registered as the holder of Shares issued to you and agree to be bound by the Constitution and the Prospectus;

- you apply for the number of Shares set out on or determined in accordance with this Application Form and agree to be issued or transferred such number of Shares, a lesser number or none;
- you agree to become a member of the Company and to be bound by and comply with the terms of its Constitution;
- you acknowledge that the information contained in the Prospectus (or any supplementary or replacement prospectus) is not investment advice or a recommendation that Shares are suitable for you, given your investment objectives, financial situation or particular needs and that the investment performance of shares is not guaranteed by the Company;
- your Application to acquire Shares is irrevocable and may not be varied or withdrawn except as allowed by law;
- you acknowledge that an Application may be rejected without giving any reason, including where this Application Form is not properly completed or where a cheque submitted with this Application Form is dishonoured or for the wrong amount and you authorise the Company to complete or correct this Application Form; and
- you acknowledge that if you are not issued any Shares or you are issued fewer Shares than the number that you applied and paid for as a result of a scale back, all or some of your Application Monies (as applicable) will be refunded to you (without interest) in accordance with the Corporations Act.

Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation or completed as described in the correct forms of registrable title(s) below.

Type of investor	Correct form of registration	Incorrect form of registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L; ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr William Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr William Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund