



27 April 2023

ASX Limited
Level 10
20 Bridge Street
Sydney, NSW 2000

Clean Hydrogen Technologies Corporation Hydrogen Further Investment

As advised to ASX on 24 May 2022 BPH Energy Ltd (**BPH** or **Company**) (ASX: BPH) advised that, subject to shareholder approval, it intended to pursue an investment in a hydrogen technology company, Clean Hydrogen Technologies Corporation (**Clean Hydrogen or Vendor**). Shareholder approval for this investment was obtained on 21 June 2022.

Term Sheet

The Company and its 36.1% (direct interest) investee company Advent Energy Limited (**Advent**, and together with the Company the **Purchaser**) entered into a binding term sheet (**Term Sheet**) with Clean Hydrogen Technologies Corporation (**Clean Hydrogen**) pursuant to which the Purchasers agreed to subscribe for fully paid shares in Clean Hydrogen (**Subscription Shares**), representing a total of 10% of the total issued share capital of Clean Hydrogen after the issue of the Subscription Shares (**Subscription Shares Tranche 1**), subsequent to which 8% of the Subscription Shares Tranche 1 were issued to BPH and the remaining 2% issued to Advent.

As advised to ASX on 21 April 2023, the Purchaser had a right of first refusal (**ROFR**) to subscribe for additional Subscription Shares representing an additional 10% (**Subscription Shares Tranche 2**) to the Purchaser and on the same terms and conditions as the Subscription Shares Tranche 1. On 16 April 2023 the Borrower delivered a written ROFR notice to the Purchasers granting them the right to acquire an additional 10%.

Clean Hydrogen has made requests for additional funding from the Purchasers. Advent lent Clean Carbon US\$250,000 in March 2023 in accordance with an unsecured loan agreement and has now made a further US\$250,000 unsecured loan to Clean Carbon in accordance with a second loan agreement, both loans being on normal commercial terms. The loans have been funded by monies loaned by the Company to Advent.

The loan agreements provide for a further unsecured loan of US\$500,000 to be made to the Borrower, being (i) US\$250,000 on the request of the Borrower (ii) US\$250,000 upon request by the Borrower, but not before 1 July 2023, and subject always to the Lender's absolute discretion.

BPH Energy Limited ACN 95 912 002

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Clean Hydrogen will allocate and issue up to 1,000 Options to Advent, with an exercise price of USD\$3,000 each, and exercisable immediately, with the option for conversion into shares in Clean Hydrogen expiring ten years from the date of issue (**Clean Hydrogen Options**). An advance of every US\$250,000 of the US\$1,000,000 loan facility will equate to 250 Clean Hydrogen Options allocated to Advent or, from time to time, BPH.

The Purchaser and Clean Hydrogen have agreed to enter into a separate loan conversion agreement which will enable the conversion of the loan amount into the Subscription Shares Tranche 2, representing the Purchaser's further 10% interest in Clean Hydrogen.

Authorised for release by

A handwritten signature in black ink, appearing to read 'D. Breeze'.

David Breeze
Executive Director

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