

ALTECH BATTERIES LIMITED
ACN 125 301 206

PROSPECTUS

For the offer of up to \$30,000 worth of Shares to each Eligible Shareholder under the Company's security purchase plan (**SPP**), at an issue price of \$0.065 per Share, to raise up to \$5,000,000, together with one free attaching Option for every two Shares subscribed for, exercisable at \$0.08 on or before 30 April 2026 (**Offer**).

SHARE PURCHASE PLAN INFORMATION

The Offer is currently scheduled to close at 5:00pm (WST) on 8 May 2024. Valid applications must be received by that time. Details of how to apply for Securities are set out in the Application Form accompanying this Prospectus.

IMPORTANT NOTICE

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 adviser.

The Securities offered by this Prospectus should be considered as highly speculative.

TABLE OF CONTENTS

1.	TIMETABLE AND IMPORTANT NOTES	1
2.	BACKGROUND TO THE OFFER.....	5
3.	DETAILS OF THE OFFER.....	6
4.	PURPOSE AND EFFECT OF THE OFFER.....	14
5.	RIGHTS AND LIABILITIES ATTACHING TO SHARES	18
6.	RISK FACTORS	23
7.	ADDITIONAL INFORMATION	34
8.	DIRECTORS' AUTHORISATION	42
9.	DEFINITIONS	43

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CORPORATE DIRECTORY

Directors

Mr Luke Atkins
Non-Executive Chairman

Mr Ignatius Tan
Managing Director

Mr Peter Bailey
Non-Executive Director

Mr Daniel Tenardi
Non-Executive Director

Mr Tunku Yaacob
Non-Executive Director

Mr Uwe Ahrens
Alternate Non-Executive Director

Mr Hansjoerg Plaggemars
Non-Executive Director

Company Secretary

Mr Martin Stein

Registered Office

Suite 8
295 Rokeby Road
SUBIACO WA 6008

Telephone: + 61 8 6168 1555

Email: info@altechgroup.com

Website: www.altechgroup.com

Interactive Investor Hub:
<https://investorhub.altechgroup.com>

Legal Advisers

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Auditor*

Moore Australia Audit (WA)
Level 15, 'Exchange Tower'
2 The Esplanade
PERTH WA 6000

Share Registry*

Automic Pty Ltd
Level 5
191 St Georges Terrace
PERTH WA 6000

Telephone: 1300 288 664

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

1. TIMETABLE AND IMPORTANT NOTES

1.1 Timetable

Action	Date*
Record Date for Offer	5:00pm AWST on 16 April 2024
Announcement of SPP Lodgement of this Prospectus with ASIC	17 April 2024
Opening date of the Offer under the Prospectus	17 April 2024
Closing Date of Offer**	5:00 pm AWST on 8 May 2024
Announcement of results of Offer	15 May 2024
Issue of Securities under Offer	15 May 2024
Quotation of Shares under Offer	15 May 2024

* The above dates are indicative only and may change without prior notice.

** Subscribers under the Offer should ensure that they have lodged their Application Form by this date.

1.2 Important Notes

This Prospectus is dated 17 April 2024 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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. It does not contain the same level of disclosure as an initial public offering prospectus. 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.

1.3 ASIC Instrument and ASX Listing Rule 7.2, Exception 5

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**). The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12-month period.

The Company is unable to wholly rely on the relief granted by the ASIC Instrument in respect of the SPP on the basis that the Company is also proposing to issue free-attaching Options to Eligible Shareholders. The relief granted by the ASIC Instrument does not cover the issue of Options, which the Company must instead offer pursuant to this Prospectus. As a result, the Board has determined to offer all Securities under this Prospectus to allow Eligible Shareholders to apply for both Securities at the same time.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The issue of:

- (a) Shares under the SPP is being made in reliance on exception 5 of ASX Listing Rule 7.2, as such, it will not take up any of the Company's placement capacity under ASX Listing Rule 7.1; and
- (b) Options under the SPP cannot be made in reliance of exception 5 of ASX Listing Rule 7.2, as such, will take up a portion, subject to how many Shares are subscribed for under the SPP, of the Company's placement capacity under ASX Listing Rule 7.1.

1.4 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

1.5 Taxation implications

The Directors do not consider it appropriate to give Shareholder's advice regarding the taxation consequences of applying for Securities under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with applying for Securities under this Prospectus.

1.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

1.7 Forward-looking statements

This Prospectus contains 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.

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.

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 our management.

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 and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has 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.

1.8 Website – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.altechgroup.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be a shareholder of the Company who is a resident of Australia, New Zealand, Germany, Singapore or Switzerland and must only access this Prospectus from within those countries.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

1.9 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of free attaching Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.altechgroup.com). By making

an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

1.10 Disclaimer

No person is authorised to give information or to make any representation in connection with the Offer described in 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 the Offer. You should rely only on information in this Prospectus.

1.11 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

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2. BACKGROUND TO THE OFFER

On 17 April 2024, the Company announced its proposal to offer all Eligible Shareholders, irrespective of the size of their shareholding, the opportunity to purchase up to \$30,000 worth of Shares at an issue price of \$0.065 per Share pursuant to a Share Purchase Plan (**SPP**) to raise up to an aggregate of \$5,000,000, together with one free attaching Option for every two Shares subscribed for, exercisable at \$0.08 on or before 30 April 2026 (**Offer**).

The issue price represents a discount of 5.46% from \$0.0688 (being the five-day volume weighted average market price (**VWAP**) of the Shares over the last five trading days on which sales in the Shares were recorded before the day on which the SPP was announced).

To read how Eligible Shareholders can subscribe under the Offer, refer to Section 3.6 below.

The Company intends to apply the funds raised under the SPP as set out in Section 4.2.

3. DETAILS OF THE OFFER

3.1 Offer

The Offer is an offer to each Eligible Shareholder to subscribe for new Shares up to a maximum value of \$30,000 at an issue price of \$0.065 per Share, together with one free attaching Option for every two Shares subscribed for, exercisable at \$0.08 on or before 30 April 2026.

The issue of Shares under the SPP is being made in reliance on ASX Listing Rule 7.2 Exception 5. The issue of Options is not covered by any Exception under ASX Listing Rule 7.2.

All of the Shares offered under the Offer (including any Shares issued on exercise of the Options) pursuant to this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Sections 5.1 and 5.2 for further information regarding the rights and liabilities attaching to the Securities.

You cannot withdraw your Application once it has been received.

The purpose of the Offer is set out in Section 4.1. The Offer is non-renounceable, meaning that Eligible Shareholders may not transfer their rights to any Securities offered under the Offer.

3.2 Eligibility to participate in Offer

Only Eligible Shareholders may participate in the Offer. 'Eligible Shareholders' for the purpose of the Offer are Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address is in Australia, New Zealand, Germany, Singapore or Switzerland (**Permitted Jurisdictions**).

If you are the only registered Shareholder of a holding of Shares, but you receive more than one Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Shares with a value of up to \$30,000. The Company reserves the right to reject any application for Securities under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

In the event of oversubscriptions by the Closing Date, the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions. Participation in the Offer is optional and is subject to the terms and conditions set out in this Prospectus.

3.3 Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC CI 2019/547**) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia, New Zealand or Singapore, to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the Prospectus was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC CI 2019/547 you are a '**Custodian**' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;

- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and are noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry at any time from 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

The Company reserves the right to reject any application to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

3.4 Minimum subscription

There is no minimum subscription to the Offer, but there is a minimum parcel size for each Eligible Shareholder or other investor accepting either the Offer of \$2,000.

3.5 Not underwritten

The Offer is not underwritten.

3.6 Applications

Eligible Shareholders may apply under the Offer by completing the Application Form accompanying this Prospectus in accordance with the instructions outlined on the Application Form.

Pursuant to the Offer, Eligible Shareholders may apply for Shares with a maximum value of \$30,000. Eligible Shareholders may participate by selecting one of the following options to purchase Securities under the Offer:

	SPP Application Amount	Number of Shares which may be purchased	Number of Options which will be issued
Offer A	\$2,000	30,769	15,385
Offer B	\$5,000	76,923	38,462
Offer C	\$10,000	153,846	76,923
Offer D	\$15,000	230,769	115,385
Offer E	\$20,000	307,692	153,846
Offer F	\$30,000	461,538	230,769

Where the amount applied for results in a fraction of a Security the number of Securities issued will be rounded down to the nearest whole Security.

To participate in the Offer, payment of the application moneys must be made per the instructions set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**.

The Company reserves the absolute discretion to scale back applications under the Offer to the extent and in the manner it sees fit. If the Company undertakes a scale back, you will receive the number of Securities determined by the Company in its absolute discretion which may be less than the number of Securities applied for. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the issue price per Share may be refunded to you by direct credit (to your nominated account recorded on the Company's share register) as soon as practicable, without interest.

If you require assistance in accepting the Offer, please contact the Company on +61 (8) 6168 1555.

3.7 Payment

For payment by EFT or BPAY®, please follow the instructions on the Application Form.

You can only make a payment via:

- (a) EFT if you are a holder of an account that supports EFT transactions to an Australian bank account; or
- (b) BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by EFT or BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and
- (b) you will be deemed to have applied for such whole number of Securities which is covered in full by your application monies.

It is your responsibility to ensure that your EFT or BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Securities (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

3.8 Issue of Securities

Securities issued under the Offer will be issued in accordance with the ASX Listing Rules and the timetable set out in Section 1.1. Application moneys will be held in a separate subscription account until the Securities are issued. This account will be established and kept by the Company in trust for each Applicant, as required by the Corporations Act. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Securities are issued, and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Securities and/or the number of Securities issued under the Offer. The Directors reserve the right to reject any application or to allocate any Applicant fewer Securities than the number applied for.

Where the number of Securities issued is less than the number applied for, the surplus moneys will be returned by direct credit to your nominated bank account as soon as practicable after the Closing Date. Where no issue of Securities is made, the amount tendered on application will be returned in full by direct credit to your nominated bank account as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

3.9 ASX listing

Shares

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out in Section 1.1.

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), the Company will not issue any Shares and will repay all application monies for the Shares offered under this Prospectus 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.

Options

The Company will not apply for quotation of the Options.

3.10 Restrictions on the distribution of the Prospectus

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The Offer is not being extended and Securities will not be issued to investors with a registered address that is outside the Permitted Jurisdictions. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other jurisdiction. In particular, any securities described in this Prospectus have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

The return of a duly completed Application Form will be taken to constitute a representation and warranty that the Applicant has a registered address in a Permitted Jurisdiction.

New Zealand

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the new Securities be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "**Prospectus Regulation**").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Shares and Options in Germany is limited:

- (a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);

- (b) to fewer than 150 natural or legal persons (other than qualified investors);
or
- (c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Singapore

This document and any other materials relating to the Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the Securities may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The Securities may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Securities constitutes a prospectus or a similar notice as such terms are understood pursuant to art. 35 of the Swiss Financial Services Act (FinSA) or the listing rules of any stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Securities or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the Company or the Securities have been or will be filed with or approved by any Swiss regulatory authority or authorized review body. In particular, this document will not be filed with, and the offer of Securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document may be distributed in Switzerland only to existing shareholders of the Company and is not for general circulation in Switzerland.

3.11 Withdrawal

The Company reserves its right to withdraw the Offer at any time, subject to applicable laws.

Should the Company withdraw the Offer, all application monies will be returned, without the payment of any interest that may have accrued.

3.12 Enquiries

Any questions concerning the Offer should be directed to the Company on +61 (8) 6168 1555.

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4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

4.1.1 Offer

The Company is seeking to raise up to \$5,000,000 from Eligible Shareholders under the Offer.

4.2 Use of funds

Proceeds of the SPP	\$	%
Meet the ongoing battery and battery materials project costs as follows: (a) commissioning of pilot plant in relation to Silumina Anodes™ project to produce commercial samples of 120kg per day; and (b) Payment for Silumina Anodes™ pilot plant equipment; and (c) fabricate two CERENERGY® ABS60 60KWh battery packs.	\$3,876,000	78%
Working capital ¹	\$1,035,302	21%
Expenses of the Offer ²	\$88,698	1%
Total	\$5,000,000	100%

Notes:

1. Working capital costs include the general costs associated with the management and operation of the Company's business including sourcing finance and customer offtake for the CERENERGY® battery project, administration expenses, management and employee salaries, Director fees, rent, insurance and other associated costs.
2. Refer to Section 7.8 for further details relating to the estimated expenses of the Offer.
3. The Company is also seeking additional capital in relation to construction of the plant for the 120MWh CERENERGY® battery plant in Germany and is currently engaged in discussions with various equity and debt providers in this regard. Project level equity and/or debt funding will be required for construction to commence.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The amounts and timing of the actual expenditures and investments may vary significantly and will depend on numerous factors including the efficiency of government departments, efficiency of lead contractors, access agreements and any changes in the business and economic environment.

On the basis that the Offer is fully subscribed, the funds raised are forecast to cover the expenses of the Offer and operational/working capital expenditure expenses to 20 June 2024, at which point additional funding through debt/equity will need to be raised to meet forecasted expenditure plans for the Company's projects. The directors reserve the right to raise additional capital prior to this. To the extent the Offer is not fully subscribed, then after payment of the expenses of the Offer, the Company will allocate funds in priority to payment for the Silumina Anodes™ pilot plant equipment as well as pilot plant commissioning. The Company's capital requirements depend on numerous factors. The Company will require further financing in addition to amounts raised under this Offer. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its planned construction and development programs as the case may be.

4.3 Effect of the SPP

The principal effect of the SPP, assuming the Company raises \$5,000,000 under the Offer, will be to:

- (a) increase the cash reserves by \$5,000,000 (before deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) increase the number of Shares on issue from 1,653,325,887 Shares to 1,730,248,964 Shares following completion of the Offer (subject to rounding);
- (c) increase the number of Options on issue from nil to 38,461,539.

4.4 Effect of the Offer on capital structure

The effect of the Offer on the Company's capital structure is set out below, which assumes that a total of \$5,000,000 million is raised under the Offer.

Shares	Number
Shares currently on issue ¹	1,653,325,887
Shares to be issued under the Offer	76,923,077
Total Shares on issue on completion of the Offer	1,730,248,964

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5.1.

Options	Number
Options currently on issue ¹	Nil
Options to be issued under the Offer	38,461,539
Total Options on issue on completion of the Offer²	38,461,539

Notes:

1. The rights and liabilities attaching to the Options are summarised in Section 5.2.

Performance Rights	Number
Performance Rights currently on issue ¹	119,650,000
Performance Rights offered under the Offer	Nil
Total Performance Rights on issue on completion of the Offer¹	119,650,000

Notes:

- This assumes that no Performance Rights vest and are exercised prior to completion of the Offer.

4.5 Pro-forma balance sheet

The audit reviewed balance sheet as at 31 December 2023 and the pro-forma balance sheet as at 3 April 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted above. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

		Auditor Reviewed	Pro forma	Pro forma
		31-Dec-23	Adjustments	3 April 2024
	Notes	\$	\$	\$
Current Assets				
Cash and cash equivalents	2	9,293,721	4,911,302	14,205,023
Trade and other receivables		2,932,960	-	2,932,960
Total Current Assets		12,226,681	4,911,302	17,137,983
Non-Current Assets				
Property, plant and equipment		16,656,137	-	16,656,137
Right-of-use assets		4,242,356	-	4,242,356
Exploration and evaluation expenditure		1,111,124	-	1,111,124
Other financial assets		10,419,560	-	10,419,560
Total Non-Current Assets		32,429,177	-	32,429,177
TOTAL ASSETS		44,655,858	4,911,302	49,567,160

Current Liabilities

Lease liabilities	19,212	-	19,212
Trade and other payables	6,097,251	-	6,097,251
Provisions	271,347	-	271,347
Total current liabilities	6,387,810	-	6,387,810

Non-Current Liabilities

Provisions	151,133	-	151,133
Loans payable	7,641,974	-	7,641,974
Total Non-Current Liabilities	7,793,107	-	7,793,107

TOTAL LIABILITIES	14,180,917	-	14,180,917
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NET ASSETS	30,474,941	4,911,302	35,386,243
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Equity

Contributed equity	2	139,486,572	4,911,302	144,397,874
Reserves		2,988,448		2,988,448
Accumulated losses		(107,225,139)	-	(107,225,139)
Non-controlling interests		(4,774,940)	-	(4,774,940)
TOTAL EQUITY		30,474,941	4,911,302	35,386,243

Notes to the pro-forma balance sheet

The following assumptions and disclosures have been used in preparing the above pro forma statement:

1. The unaudited consolidated pro forma statement of financial position has been prepared by the Company in an abbreviated form. The pro forma statement does not include disclosures that would otherwise be required under the International Accounting Standards that are used in preparing audited financial statements.
2. The pro-forma balance sheet has been prepared assuming the maximum number of Securities offered under this Prospectus are issued (i.e. \$5,000,000 is raised under the SPP Offer and no Options are exercised), and includes expenses of the SPP Offer.
3. No existing performance rights are vested or exercised.
4. does not include any adjustments for the "Use of Funds" as described under Clause 4.2 of this document.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Shares

The following is a summary of the more significant rights and liabilities attaching to the 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.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of

the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **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.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company 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 ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX 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.

(h) **Variation of rights**

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.

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.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5.2 Options

The following is a summary of the more significant rights and liabilities attaching to the Options being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Optionholders. To obtain such a statement, persons should seek independent legal advice.

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 30 April 2026 (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Each Option is exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

Each Option may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment

of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Quotation**

The Company does not intend to apply for quotation of the Options on ASX.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

6. RISK FACTORS

6.1 Introduction

The Securities 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 advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Company specific

Risk Category	Risk
Potential for dilution	<p>Upon implementation of the Offer, assuming all Entitlements are accepted and no Performance Rights converted, the number of Shares in the Company will increase from 1,653,325,887 currently on issue to 1,730,248,964 (assuming no Options offered under the Offer are immediately exercised). This means that immediately after the Offer each Share will represent a lower proportion of the ownership of the Company.</p> <p>It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX on the last day that the Company's shares traded on the ASX prior to the date of this Prospectus being lodged of \$0.068 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>
Operational risks	<p>The Company will be exposed to various construction and operational risks should it advance its projects through the construction phase and into operations, including unanticipated financial, operational or political events, cost overruns, changes in the prices and demand of commodities relevant to the Company's business, equipment and labour shortages, equipment failure, technical concerns including possible reserves and deliverability difficulties, environmental impacts, increases in operating cost structures, community or industrial actions, natural disasters, interruptions to the supply of power, water, chemicals or fuel, or other circumstances which may result in the delay, suspension or termination of the project, the total or partial loss of the investment and a material adverse effect on the Company's results of operations and financial condition. In addition, construction, commissioning and operational ramp up of operational assets can be subject to unexpected problems or delays in schedule.</p>
Processing risks	<p>Should the Company be successful in its development and operation of its projects, the Company's operations will be</p>

Risk Category	Risk
	<p>subject the operating risks, including the related risks associated with storage and transportation of materials, products and wastes. These operating risks have the potential to cause personal injury, property damage or environmental contamination, and may result in the shutdown of affected facilities, business interruption, or the imposition of civil or criminal penalties, which may impact the Company's standing in the public eye.</p> <p>There are potential hazards associated with the Company's proposed processing operations and the related storage and transportation of products and wastes. Examples of such hazards that may arise from the Company's proposed operations could include:</p> <ul style="list-style-type: none"> (a) pipeline and storage tank leaks and ruptures; (b) explosions and fires; (c) mechanical failures; and (d) chemical spills and other discharges or releases of toxic or hazardous substances or gases. <p>These hazards may cause personal injury and loss of life, damage to property or contamination of the environment, which may result in suspension of operations or the imposition of civil or criminal penalties, including fines, expenses for remediation or claims by governmental entities or third parties. Although the Company maintains various insurance type and amounts that it believes is customary for its business activities, the Company may not fully insure against all potential hazards incidental to its operations.</p>
Supply chain	<p>The Company may be dependent on contractors and suppliers to supply vital goods and services to its operations, should operations commence. The Company may therefore be exposed to the possibility of adverse developments in the business environments of its contractors and suppliers. Any disruption to services or supplies may have an adverse effect on the financial performance of the Company.</p>
Failure to scale up and commercialise	<p>There is a risk that the Company will be unable to achieve sufficient scale in the commercialisation of its products across all target customer segments, which could potentially result in reduced or negative growth.</p> <p>There is also a risk that the Company's products launched and developed to the market may be unprofitable because they are not supported by sufficient market interest or otherwise not adequately marketed and fail to sell. There is also a risk that the products waste operating costs or incur operating costs earlier than necessary or greater than forecast.</p> <p>In relation to the CERENERGY battery project, the product has not been produced at scale, at designed product size and at commercial quantities. There is a risk that the product may fail to be commercialised due to the risk involved with scaling up and scaling up to the designed size.</p> <p>In relation to the Silumina Andes battery materials project, the product has not been produced or tested at scale and at commercial quantities. There is a risk that the product may fail to be commercialised due to the risk involved with scaling up and being commercially tested by potential customers.</p>
Market demand and price risks	<p>If the Company progresses to become a producer and seller of its products, the Company's business will rely primarily on the production and sale of its products to a variety of buyers.</p>

Risk Category	Risk
	<p>Fluctuations in the global market may materially affect the future financial performance of the Company.</p> <p>Demand for, and pricing of, the Company's products may be sensitive to external economic and political factors, including:</p> <ul style="list-style-type: none"> (a) worldwide supply and demand; (b) the level of economic activity in the markets the Company may serve; (c) the price and availability of new technology; and (d) the availability and cost of potential substitutes. <p>It is impossible to predict future price movements with certainty. Any sustained low prices or further declines in the price may adversely affect the Company's proposed business, results of operations or its ability to finance the development of its projects.</p>
<p>Access to capital risk</p>	<p>The Company's business and, in particular, its development of a large-scale projects, relies on access to debt and equity financing. There is a risk that the Company may not be able to access capital from these markets, which would impact the ability to develop its projects and achieve its business objectives.</p> <p>Further, the Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.</p> <p>Loan agreements and other financing rearrangements such as debt facilities, convertible note issue and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default under a finance lease could also result in the loss of assets.</p> <p>The Company is exposed to risks associated with its financial instruments (consisting of cash, receivables, accounts payable and accrued liabilities due to third parties from time to time). This includes the risk that a third party to a financial instrument fails to meet its contractual obligations; the risk that the Company will not be able to meet its financial obligations as they fall due; and the risk that market prices may vary which will affect the Company's income.</p>
<p>General risks regulatory</p>	<p>The Company' business is subject to, in each of the countries in which the Company operates, or may operate, various national and local laws and regulations relating to the mining, production, marketing, pricing, transportation and storage of the Company's products and/or residues. Permits from a variety of regulatory authorities may be required for aspects of the Company's operations. Many of those permits may be subject to conditions, and a change in the conditions attaching to those permits, or the imposition of new conditions, that could have a material adverse effect on the Company's proposed business and financial condition. A change in the laws which apply to the Company's business or the way in which it is regulated could also have a</p>

Risk Category	Risk
	<p>material adverse effect on the Company's business and financial condition. Other changes in the regulatory environment (including applicable accounting standards) may have a material adverse effect on the carrying value of material assets or otherwise have a material adverse effect on the Company's business and/or financial condition.</p>
<p>Environmental risks</p>	<p>The Company's possible future mine development and processing program will, in general, be subject to approval by governmental authorities. Development of any of the Company's properties will be dependent on the project meeting environmental guidelines and, where required, being approved by governmental authorities and the possible future activities of the Company may be subject to extensive laws and regulations controlling not only the mining of, exploration for and processing of mineral properties, but also the possible effects of such activities upon the environment and interests of local communities. In the context of obtaining environmental permits, including the approval of reclamation plans, the Company must comply with known standards, existing laws and regulations which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. With increasingly heightened government and public sensitivity to environmental sustainability, environmental regulation is becoming more stringent, and the Company could be subject to increasing environmental responsibility and liability, including laws and regulations dealing with air quality, water and noise pollution or other discharges of materials into the environment, plant and wildlife protection, the reclamation and restoration of certain of its properties, greenhouse gas emissions, the storage, treatment and disposal of wastes or the effects of its business on the water table and groundwater quality.</p> <p>Sanctions for non-compliance with these laws and regulations may include administrative, civil and criminal penalties, revocation of permits and corrective action orders. These laws sometimes apply retroactively. In addition, a party can be liable for environmental damage without regard to that party's negligence or fault.</p>
<p>Economic risks</p>	<p>Economic factors beyond the control of the Company, such as changes in commodity prices, interest rates, inflation, exchange rates and taxation, may negatively impact on the revenue and profitability of the Company.</p>
<p>Additional requirements for capital</p>	<p>The Company's capital requirements depend on numerous factors. The Company will require further financing in addition to amounts raised under this Offer. 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, it may be required to reduce the scope of its operations and scale back its planned construction and development programs as the case may be.</p>
<p>Political (Malaysia) risk</p>	<p>The Company's HPA plant operates in Malaysia.</p> <p>The fragility of the incumbent Malaysian federal coalition government has not, as yet, transpired into radical policy or regulation change, however risks remain that a change in political leadership could bring about policy and regulatory changes in the future, that may affect the Company and its planned HPA plant. Hence, there is no assurance that any</p>

Risk Category	Risk
	<p>unfavourable developments or change in the political and economic situation in Malaysia would not adversely affect the Company's ability to conduct business in the country.</p>
<p>Climate risk</p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
<p>Joint venture risk</p>	<p>The Company's interests in the projects are subject to joint venture arrangements. As with any joint venture, it is subject to various counterparty risks including failure by the joint venture counterparty, to act in the best interests of the joint venture. Any failure by the counterparty to act in the best interests of the joint venture may or may not give the Company contractual remedies, however, even if such remedies are available, they may be costly and time consuming to pursue.</p> <p>In addition, the Company's subsidiary Altech Batteries GmbH (ABG) entered into a Research and Development Agreement with Fraunhofer-Institut Fur Keramische Technologien Und Systeme IKTS (Fraunhofer) to develop battery systems for stationary energy storage based on sodium nickel chloride technology. The aim is to bring the technology to commercial production through the development of a 120MWh battery production plant in Saxony, Germany. Under the terms of the Research and Development Agreement:</p> <ul style="list-style-type: none"> (a) The project started on 13 September 2022 and has an expected period of performance of 4 years. (b) ABG makes quarterly payments up to a total combined amount of €13,600,000 for services performed by Fraunhofer, in accordance with an R&D Payment Plan, over a period of 4 years commencing on 13 December 2022. <p>In the event that ABG fails to provide timely payment, Fraunhofer may terminate the R&D contract. In the event that this was to occur, the Company would have no further rights or interests in the CERENERGY® battery project.</p>

Risk Category	Risk
	If commercialisation becomes unviable through the outcome of a Definitive Feasibility Study, ABH may terminate the R&D contract.
Sovereign risk	<p>The projects are located in Germany and Malaysia and will be subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.</p> <p>Any future material adverse changes in government policies or legislation in foreign jurisdictions in which the Company has projects that affect foreign ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company.</p>
Royalties	The sodium-chloride solid-state battery project is subject to a 1.5% royalty payable on batteries sold from the relevant project. The payment of these royalties may affect the economics of a project progressing to development and production.

6.3 Industry specific

Risk Category	Risk
Customer and market acceptance	Many customers have long term supply agreements in place with their battery supplier. It is probable that a potential customer would require time to test new batteries in their end-user products, negotiate new agreements, machine up to manufacture new batteries, potentially adapt their products to work with the new battery and utilise their current battery stock. As a result, despite the Company's battery design being successful there may be a considerable period of time before the Company generates revenues and cash inflows.
Specific design risk	The Company is researching and developing the use of HPA coated silicon for anode material in lithium batteries, along with its Sodium Chloride Solid State battery (R&D Products). The use of the R&D Products are not yet comprehensively tested and verified at commercial scale, and the Company may not be able to develop and commercially produce the anode material or Sodium Chloride Solid State that is more competitive to other anode materials and existing batteries in use.
Competitors	Many potential competitors operate their own manufacturing facilities, have a long history of operations, presence in key markets, large customer bases, brand recognition, significant resources dedicated to research and technology and product development and access to financial resources. These competitors may be able to adapt more quickly to new or emerging technologies, changes in customer requirements and may have greater resources committed to the research sales and marketing of their technologies and products. They may have or may establish financial or strategic relationships with

Risk Category	Risk
	<p>existing customers, resellers or other third parties. As a result, competitors may develop new technologies or better position themselves to compete resulting in pricing pressures, decreased gross margins and loss of market share which could materially adversely affect the Company's business, financial condition and the results of its operations.</p>
<p>Patent applications</p>	<p>The Company holds a combination of granted patents as well as pending applications and acknowledges that its prospect of obtaining patent protection for products and the technology such as those proposed under the patent applications is uncertain and involves complex and continually evolving factual and legal questions with such questions potentially impacted by legislative and judicial changes, or changes to examination guidelines in relevant jurisdictions.</p> <p>There is a risk provisional patent applications may not proceed to granted patents or may not afford the Company adequate protection from competing products. Even if the Company succeeds in obtaining patent protection for its products, its patents could be wholly or partially invalidated following challenges by third parties.</p>
<p>Operating and development risks</p>	<p>The Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured.</p> <p>The Company's business involves many risks and may be impacted by factors including the overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in production, increased production costs and other monetary losses and possible legal liability to the owner or operator of the project.</p> <p>In addition, the Company's profitability could be adversely affected if for any reason its production and processing of or project development is unexpectedly interrupted or slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, poor water condition, interruptions to electricity supplies, human error and adverse weather conditions.</p>
<p>Extraterritorial risks</p>	<p>The Company has interests in assets overseas, namely Germany and Malaysia, and in that respect such assets are subject to risks particular to their extraterritoriality such as changes in laws, practices and policies in the relevant jurisdictions, including laws that deal with overseas investors. In particular, logistical difficulties may arise due to the assets being located overseas including the incurring of additional costs with respect to overseeing and managing the projects, including costs associated with taking advice in relation to the application of local laws as well as the cost of establishing a local presence in Germany and Malaysia.</p> <p>Changes to Germany or Malaysia's mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability. It is not possible for the Company to accurately predict any developments or</p>

Risk Category	Risk
	changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.
Project development	Possible future development of the Company's projects are dependent on a number of factors including but not limited to, receiving the necessary approvals from all relevant authorities and parties, unanticipated technical and operational difficulties, mechanical failure of equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.
Fluctuation in commodity prices	<p>International factors such as inflation, exchange rates, supply and demand and political and economic events, amongst other things, impact on lithium prices, particularly in the current global economic market. As the Company is currently not in production, future revenue that may come from the sale of these mineral products and the Company's future profits are related to and influenced by the market price of lithium products.</p> <p>If the price of Sodium Chloride Solid State batteries or HPA seriously declines in the future, this will materially impact on the Company's ability to continue with its projects and the Company may be forced to discontinue some or all of its operations.</p> <p>The Company gives no assurance that the fluctuations in the commodity prices will not affect timing and viability of the projects.</p>

6.4 General risks

Risk Category	Risk
Market conditions	<p>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:</p> <ul style="list-style-type: none"> (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. <p>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 resource exploration and mining 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.</p> <p>In addition, the extent of the effects of COVID-19 is at this stage uncertain and continuing to evolve. The COVID-19 pandemic is having, and is expected to continue to have, a significant influence on the volatility of equity markets generally and may continue to impact and influence the value of the Company's quoted securities.</p>
Liquidity risk	There can be no guarantee that there will always be an active market for the Company's shares or that the price of Shares will be maintained or increase. There may be relatively few buyers

Risk Category	Risk
	<p>or sellers of shares on the ASX at any given time and the demand for the Company shares specifically is subject to various factors, many of which are beyond the Company's control. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which the Company shareholders are able to sell their Shares. This may result in the Company's shareholders receiving a market price for their Shares that is less or more than the price paid pursuant to the Offer (as applicable).</p>
<p>Funding</p>	<p>The Company's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means.</p> <p>Further, the Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.</p> <p>Loan agreements and other financing rearrangements such as debt facilities, convertible note issue and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default under a finance lease could also result in the loss of assets.</p> <p>The Company is exposed to risks associated with its financial instruments (consisting of cash, receivables, accounts payable and accrued liabilities due to third parties from time to time). This includes the risk that a third party to a financial instrument fails to meet its contractual obligations; the risk that the Company will not be able to meet its financial obligations as they fall due; and the risk that market prices may vary which will affect the Company's income.</p>
<p>Litigation risks</p>	<p>The Company may be exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.</p>
<p>Taxation</p>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability</p>

Risk Category	Risk
	and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.
Investment risk	<p>There are a number of risks associated with any stock market investment. The market price of Shares can be expected to rise and fall in accordance with general market conditions and factors.</p> <p>The value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.</p> <p>The trading price after listing may also be affected by the financial and operating performance of the Company.</p>
Management actions	Directors of the Company will, to the best of their knowledge, experience and ability endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its security.
Changes in government policies and legislation	Any material adverse changes in government policies or legislation of Australia, Germany, Malaysia or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.
Unforeseen expenditure risk	Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.
Insurance risk	The Company is subject to a number of operational risks and may not be adequately insured for certain risks, including industrial and transportation accidents, catastrophic accidents, changes in the regulatory environment, natural occurrences or technical failures.
Legislative	Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.
Global Conflict	The current evolving conflict between Ukraine and Russia and Israel and Hamas (Ukraine and Gaza Conflicts) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts.

Risk Category	Risk
	<p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine and Gaza Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p>

6.5 Speculative investment

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 Securities offered under this Prospectus.

Therefore, the Securities 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 Securities.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

7. ADDITIONAL INFORMATION

7.1 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.

7.2 Continuous disclosure obligations

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, like all listed companies, 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.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and 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.

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 making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, 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.

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.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;

- (b) copies of documents lodged with the 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 the 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 relevant 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 the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX 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.

Copies of all documents lodged with the 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:

Date	Announcement
22/03/24	Altech – CERENERGY DFS Interview with CEO Iggy Tan
20/03/24	Altech – Excellent CERENERGY Battery Project DFS
12/03/24	Half Yearly Report and Accounts
11/03/24	Appendix 3Y – Plaggemars
16/02/24	Response to ASX Price Query
15/02/24	Altech – Investor Presentation
08/02/24	Altech – Investor Webinar Presentation
06/02/24	Altech – Excellent Progress on CERENERGY Battery Prototypes
30/01/24	Quarterly Activities/Appendix 5B Cash Flow Report
11/01/24	Altech – Silumina Anodes DFS Additional Information
08/01/24	Altech – Funds Received for Sale of 25% AIG
02/02/24	Becoming a substantial holder
28/12/23	Appendix 3Y – Plaggemars
21/12/23	Outstanding DFS Silumina Anodes Battery Materials Project
18/12/23	Appendix 3Y – Tunku Yaacob
06/12/23	Notification of cessation of securities – ATC
06/12/23	Notification regarding unquoted securities – ATC

14/11/23	Silumina Anodes Project DFS Expands Output for 8-Fold to 120GWh
03/11/23	Altech – CERENERGY Battery Project Upgraded to 120MWh
31/10/23	Quarterly Activities/Appendix 5B Cash Flow Report
27/10/23	Application for quotation of securities – ATC
27/10/23	Altech – Results of Annual General Meeting
26/10/23	Altech – AGM Virtual Registration and Voting Guide
24/10/23	Altech – Optimised Design of CERENERGY Battery Pack
03/10/23	CERENERGY Permit & Licence Application Commenced
25/09/23	Altech – Investor Webinar Presentation
22/09/23	Notice of Annual General Meeting/Proxy Form
22/09/23	AGM Letter to Shareholders
21/09/23	Altech – ESG Report
21/09/23	Altech – Environmental, Social & Governance Update
20/09/23	ASX Appendix 4G
20/09/23	Annual Report to shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website (www.altechgroup.com).

7.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.090	16/02/24
Lowest	\$0.050	02/02/24
Last	\$0.068	16/04/24

7.4 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue in the Company:

Shareholder ¹	Shares	%
Deutsche Balaton Aktiengesellschaft, DELPHI Unternehmensberatung Aktiengesellschaft and their associates ²	329,648,26	19.93%
Melewar Equities (BVI) Limited & MAA Group Berhad	84,034,525	5.08%

Notes:

1. These parties may participate in the Offer up to an amount of \$30,000.
2. Refer to Form 604 (Notice of change of interests of substantial holder) announced to the ASX on 15 August 2023 for further information with respect to this holding.

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the 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 Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus and following completion of the Offer is set out in the table below.

Date of this Prospectus and on completion of the Offer

Director	Shares	Options	Performance Rights
Luke Atkins	11,143,153 ¹	Nil	4,000,000
Ignatius Tan	7,940,000 ²	Nil	30,000,000
Peter Bailey	3,774,710 ³	Nil	3,000,000
Daniel Tenardi	12,109,200 ⁴	Nil	4,000,000
Tunku Yaacob	92,655,251 ⁵	Nil	3,000,000
Uwe Ahrens	1,000,000 ⁶	Nil	13,000,000
Hansjoerg Plaggemars	100,737,763 ⁷	Nil	4,000,000

Notes:

1. Refer to the Appendix 3Y for each Director for further details with respect to their relevant interests in the securities of the Company.

The directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain Shareholder approval), on the same terms as all other Shareholders in the Company, in reliance on ASX Listing Rule 10.12 (Exception 4).

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Proposed Remuneration for Current Financial Year (31 December 2024)	Remuneration for Previous Financial Year (31 December 2023) ⁴
Luke Atkins	\$114,044	\$129,643
Ignatius Tan	\$522,202	\$1,098,784
Peter Bailey	\$75,705	\$93,794
Daniel Tenardi	\$75,705	\$101,328
Tunku Yaacob	\$75,705	\$93,794
Uwe Ahrens	\$64,890	\$194,425
Hansjoerg Plaggemars	\$75,705	\$93,794

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- For personal use only
- (a) 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;
 - (b) promoter of the Company; or
 - (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the 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:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the 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:

- (d) the formation or promotion of the Company; or
- (e) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$104,236 (excluding GST and disbursements) for legal services provided to the Company.

7.7 Consents

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 Proposed 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, with regard to misleading and deceptive statements made in 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 made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this

Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.8 Estimated expenses of Offer

The total expenses of the Offer is estimated to be approximately \$88,698 as follows:

Expense	(\$)
ASIC Fees	3,206
ASX Fees	15,492
Legal Fees	15,000
Miscellaneous, printing and other expenses	55,000
Total	\$88,698

7.9 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 (2) 8046 2799 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES 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.

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. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

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.

7.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, 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.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

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 ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

For personal use only

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 the ASIC.

Mr Ignatius Tan
For and on behalf of
Altech Batteries Limited

For personal use only

9. DEFINITIONS

\$ means Australian dollars.

Application Form means an application form accompanying this Prospectus in respect of the Offer, as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the closing date for the Offer as specified in the timetable set out in Section 1.1.

Company means Altech Batteries Limited (ACN 125 301 206).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholders are Shareholders with a registered address in Australia, New Zealand, Germany, Singapore or Switzerland who were registered holders of Shares on the Record Date.

Offer has the meaning given to that term on the cover page of this prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out in Section 1.1.

Section means a section of this Prospectus.

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

Shareholder means a shareholder of the Company.

SPP means the security purchase plan the subject of this Prospectus.

WST means Western standard time as observed in Perth, Western Australia.