

**CARBONXT GROUP LIMITED
(ACN 097 247 464)
(ASX: CG1)**

**SHARE PURCHASE PLAN OFFER
TO RAISE UP TO \$1,000,000**

CLOSING DATE: 5.00PM (SYDNEY TIME) ON 29 NOVEMBER 2019

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application for New Shares by 5.00pm (Sydney time) before 29 November 2019, you will not be issued New Shares in Carbonxt Group Limited.

Chairman's Letter

14 November 2019

Dear Shareholder

Share Purchase Plan

On behalf of the Board, I am pleased to invite you to participate in the Carbonxt Group Limited (ASX: CG1) Share Purchase Plan (**SPP**).

The SPP is an opportunity for Shareholders to apply for up to \$30,000 worth of additional Shares, in increments of \$1,000, to raise up to \$1,000,000 before expenses.

The Company reserves the right to scale back applications if the amount applied for exceeds \$1,000,000.

Funds raised from the SPP will be used primarily to fund working capital associated with growth in the Company's revenue.

Under the SPP, all Eligible Shareholders will be able to purchase additional Shares at an issue price of \$0.36 per New Share.

Participation in the SPP is optional and is open to all Shareholders who were registered holders of fully paid Shares as at 7:00pm (Sydney time) on 29 October 2019 with a registered address in either Australia or New Zealand.

Further details of the SPP are set out in this Offer Booklet.

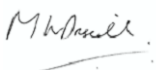
The SPP Offer opens on 18 November 2019 and closes at 5:00pm (Sydney time) on 29 November 2019.

You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate in the Share Purchase Plan.

I encourage you to carefully read the enclosed Share Purchase Plan documentation.

For all enquiries regarding the SPP, your holding of Shares, change of address or other registry matters, please contact Boardroom Pty Limited on 1300 737 760 (if calling within Australia) or +61 2 9290 9600 (if calling outside of Australia).

Yours sincerely



Matthew Driscoll
Chairman

Important information

This Offer Booklet is dated 14 November 2019. The information contained in this Offer Booklet is important and should be read in full.

The SPP Offer is only available for acceptance by Eligible Shareholders. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date) will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by the Company (or any of its officers).

This is an Offer Booklet for an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and the Corporations Act. In broad terms, ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 relates to share purchase plan offers that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

Definitions of capitalised terms used in this Offer Booklet appear in the Glossary.

Privacy

The Company collects information about each Applicant provided on an Application for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application, each Applicant agrees that the Company may use the information provided by that Applicant on that Application for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

If you do not provide the information required on the Application, the Company may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. Access requests must be made in writing to the Company's registered office.

Terms of the SPP

On 30 October 2019, the Company announced the details of a share purchase plan (**SPP**) to allow Eligible Shareholders to apply for up to \$30,000 of New Shares, to raise up to \$1,000,000 (before expenses).

The funds raised from the SPP will be used primarily to fund working capital associated with growth in the Company's revenue.

This Offer Booklet explains the terms and conditions of the SPP.

1. Key dates

The key dates of the SPP are as follows:

Record Date	7:00pm (Sydney time), 29 October 2019
Offer opens	18 November 2019
Offer closes	5:00pm (Sydney time), 29 November 2019
Issue date	On or before 6 December 2019
Despatch of holding statements	9 December 2019

**All dates specified in this Offer Booklet are indicative and may be subject to change.*

2. Eligibility to participate

You are eligible to participate in the SPP (**Eligible Shareholders**) if you were a registered holder of fully paid ordinary shares in the Company as at 7:00pm (Sydney time) on 29 October 2019 (**Record Date**) with a registered address in either Australia or New Zealand.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the *Securities Act of 1933* (as amended)) (**US Persons**) or who act for the account or benefit of a US Person, then you are not entitled to participate in the SPP.

Shareholders with registered addresses outside Australia or New Zealand as at the Record Date will also not be eligible to participate in the SPP.

The Company has decided that it is unreasonable to make the SPP Offer to Excluded Shareholders, having regard to the number of Excluded Shareholders, the number and value of New Shares they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.

The SPP Offer is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person.

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above).

3. Offer price

The offer price per New Share is \$0.36, which is a 13.3% discount to the closing price of the Company's shares on 25 October 2019 of \$0.415 and represents a 11.2% discount to the volume weighted average price of the Company's shares on the 10 trading days up to and including 25 October 2019, such price being \$0.406.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

Please note that the market price of Shares may rise or fall between the date on which the details of the SPP were announced, the date of this Offer Booklet and the date when the New Shares are issued to you. This means that the price you pay per New Share may exceed the price of Shares at

the time the New Shares are allotted to you. Accordingly, you should seek your own independent financial advice in relation to this Offer Booklet and your participation in the SPP.

4. Participation by Eligible Shareholders

The SPP Offer is being made pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. One of the conditions of that ASIC Corporations Instrument is that the SPP Offer must comply with the prescribed subscription limit, which means Eligible Shareholders may only acquire a maximum of \$30,000 worth of Shares under a share purchase plan or similar arrangement in any 12-month period.

The Company has not undertaken any other share purchase plan in the previous 12-month period.

Accordingly, each Eligible Shareholder may participate in the SPP by applying for a parcel of New Shares in \$1,000 increments up to the maximum of \$30,000 (subject to scale back).

The following table sets out how the \$30,000 subscription limit will be applied:

If you receive more than one offer under the SPP	You may only apply for up to a maximum amount of \$30,000 of New Shares.
If you are recorded with one or more other persons as joint holder of Shares	A joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum amount of \$30,000 of New Shares.
If you hold Shares as a custodian or nominee for one or more beneficiaries	<i>“Custodians” as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> If you hold Shares as a "custodian" (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547), then you may apply for a maximum amount of \$30,000 of New Shares for each participating beneficiary, provided that you complete the Application Form and a Custodian Certificate, and submit them together with the Application Payment to the Share Registry before the Closing Date. Please contact the Share Registry to obtain the form of the Custodian Certificate you are required to submit. <i>All other custodians and nominees</i> If you hold Shares as a trustee or nominee for another person, but are not a "custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you cannot participate for beneficiaries in the manner described above. You may only apply for up to a maximum amount of \$30,000 of New Shares, regardless of the number of participating beneficiaries.

The SPP will be capped at \$1,000,000. The Company reserves the right to scale back Applications at its absolute and sole discretion should the total demand exceed \$1,000,000. When determining the amount (if any) by which to scale back an Application, the Company may consider a number of factors, including the size of an Applicant's shareholding after the Record Date, and the date on which the Application was made with earlier Applications given precedence. If an Application is scaled back, fractional entitlements will be rounded down.

The Company will not accept an Application if the Shareholder's Application Payment is less than \$1,000.

If an Application is scaled back, any difference between the Application Payment and the issue price of the New Shares allotted to you will be refunded by the Company, without interest, following allotment of New Shares.

5. Applying for New Shares

If you wish to apply for New Shares under the SPP, please do one of the following:

(a) Payments by cheque

If you wish to make Application Payment by cheque, please complete the Application Form in accordance with the instructions set out on that form.

All Application Forms must be accompanied by payment in full of the issue price of \$0.36 per New Share applied for.

Payments will only be accepted in Australian currency and as follows:

- (i) bank cheque drawn on and payable at any Australian bank; or
- (ii) personal cheque drawn on and payable at any Australian bank.

Cheques or bank cheques should be made payable to "Carbonxt Group Limited" and crossed "Not Negotiable". Applicants must not forward cash. Receipts for Application Payments will not be issued.

If you are a "custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must also submit a Custodian Certificate with your Application Form and Application Payment. Please contact the Share Registry to obtain the form of the Custodian Certificate you are required to submit.

(b) Payments by BPay

If you wish to make Application Payment by BPay, please make a BPay payment using the personalised reference number shown on your Application Form. If you make payment using BPay you do not need to return your Application Form to the Share Registry.

Your Application Payment must be received by the Share Registry by 5.00pm (Sydney time) on the Closing Date. You should contact your financial institution to confirm that you are able to make a payment utilising BPay.

All Applications must reach the Share Registry by 5.00pm (Sydney time) on the Closing Date. The Company reserves the right to extend the Closing Date.

By making an Application to purchase New Shares under the SPP, you:

- (a) warrant that you are an Eligible Shareholder;
- (b) acknowledge your Application is irrevocable and unconditional;
- (c) certify and represent in favour of the Company that the total of the application price for New Shares, whether the subject of your Application or the subject of any other application made by you, on your behalf (by a custodian or otherwise) or in conjunction with any other person, does not exceed \$30,000;
- (d) authorise the Company and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) accept the risk associated with any refund of your Application Payment that may be paid to you by direct credit or cheque to your address shown on the Company's members' register; and

- (f) irrevocably and unconditionally agree to be bound by the Terms of the SPP and the Company's constitution.

Please note that the Company has not undertaken any other share purchase plan in the previous 12-month period.

The Company reserves the right to reject any Application it believes does not comply with the Terms of the SPP.

6. Allotment of New Shares

New Shares are expected to be issued on or before 6 December 2019 and the Company will apply for those New Shares to be listed for quotation on ASX.

The Company expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on 9 December 2019.

All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.

7. Shortfall

The SPP Offer is not underwritten. The Directors reserve the right to place any Shortfall in their absolute discretion at a price no less than the price of New Shares offered under the SPP, subject to the ASX Listing Rules and the Corporations Act.

8. Disputes

The Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Shareholder, Applicant or Application. The decision of the Board will be conclusive and binding on all persons to whom the determination relates. The Company reserves the right to waive strict compliance with or vary any provision of the Terms of the SPP, or to vary, suspend or terminate the SPP at any time without notice.

9. Governing law

This offer is governed by the law in force in New South Wales, Australia. By accepting the SPP Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

10. Enquiries

For all enquiries regarding the SPP, your holding of Shares, change of address or other registry matters, please contact Boardroom Pty Limited on 1300 737 760 (if calling within Australia) or +61 2 9290 9600 (if calling outside of Australia).

Glossary

A capitalised term used in this Offer Booklet has the meaning specified below:

\$	Australian dollars.
Applicant	An Eligible Shareholder who returns an Application.
Application	An application for New Shares under the SPP.
Application Form	The application form attached to this Offer Booklet.
Application Payment	The payment of the issue price under the SPP (i.e. \$0.36 per New Share) submitted by an Applicant for the purposes of making an Application.
ASX	ASX Limited (ABN 98 008 624 691).
ASX Listing Rules	The official Listing Rules of the ASX.
Board	The board of Directors.
Closing Date	5:00pm (Sydney time) on 29 November 2019 (unless varied).
Company	Carbonxt Group Limited ACN 097 247 464.
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
Custodian Certificate	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Booklet.
Directors	The directors of the Company.
Eligible Shareholder	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
Excluded Shareholders	Shareholders other than Eligible Shareholders.
New Shares	The Shares offered under the SPP Offer.
Offer Booklet	This offer booklet under which the SPP Offer is being made.
Record Date	7:00pm (Sydney time) on 29 October 2019.
Shareholder	A holder of Shares.
Share Registry	Boardroom Pty Limited ACN 003 209 836.
Shares	Ordinary shares in the capital of the Company.
Shortfall	Those New Shares not allotted to any Applicant.
SPP	The share purchase plan being conducted by the Company as described in this Offer Booklet.
SPP Offer	The offer of New Shares pursuant to the SPP.
Terms of the SPP	The terms and conditions set out in this Offer Booklet, including any modifications made by the Company.
US Persons	Has the meaning set out in section 2 of this Offer Booklet.

Corporate Directory

Directors

Mr Matthew Driscoll – Chairman
Mr Warren Murphy – Managing Director
Dr David Mazyck – Executive Director

Company Secretaries

Ms Laura Newell
Ms Rebecca Prince

Registered Office

Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000
Australia

Legal Advisers

Thomson Geer
Level 25
1 O'Connell Street
Sydney NSW 2000
Australia

Share Registry

Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000
Australia



Purchase Plan - Application Form

Record Date: 7.00pm (AEDT) 29 October 2019

Open Date: 9.00am (AEDT) 18 November 2019

Closing Date: 5.00pm (AEDT) 29 November 2019

SPP Issue Price: \$0.36

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the securityholder represented by the details above. If you are in doubt as to how to deal with this document, please contact your professional adviser. Terms not defined in this Application Form have the meaning given in the SPP Terms and Conditions ("Plan Booklet"), dated 14 November 2019 accompanying this Application Form.

A Offer Details

Eligible Securityholders are entitled to apply to purchase a parcel of fully paid ordinary stapled securities in CG1 (**New Securities**) with a minimum application amount of \$1,000 and any additional New Securities in increments of \$1,000, with a maximum application amount of \$30,000.

Before applying for New Securities you should read the Plan Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase New Securities to another person. Applications can only be accepted in the name printed on the Application Form. If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

CG1 may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.

Any determinations by CG1 will be conclusive and binding on all Eligible Securityholders and other persons to whom the determination related. CG1 reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions, to suspend or terminate the SPP at any time or to implement a scale back of applications. Any such waiver, amendment, variation, suspension, termination or scale back will be binding on all Eligible Securityholders, whether CG1 does or does not notify you of that event. If you do not wish to subscribe for New Securities under the SPP, there is no need to take any action.

B Offer Choice

Indicate the parcel of New Securities you wish to apply for by ticking one box only below:

Choice 1

☐ Apply to purchase the minimum application amount of \$1,000.00

OR

Choice 2

If you wish to select choice 2 please specify the dollar amount (up to a maximum of \$30,000.00) applied for below in increments of \$1,000.00

Amount applied for \$

C Payment Details

Payment may only be made by BPAY® or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY®.

Payment Option 1 - BPAY



Biller Code:

Ref:

Telephone and Internet Banking - BPAY® Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you will be deemed to have completed an Application Form for the value of New Securities the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Registry by 5.00pm (AEDT) on 29 November 2019.
- Please ensure you pay the correct amount. If your BPAY payment is:
 - an amount less than A\$1,000, CG1 will reject your application for New Securities and refund your application money in full (without interest); or
 - an amount greater than A\$1,000 that is not an increment of \$1,000.00 up to the maximum of \$30,000.00, CG1 may, at its discretion:
 - reject your application for New Securities and refund your application money in full (without interest); or
 - treat your application as if you had applied for the next lowest parcel of New Securities and refund the excess application money to you (without interest).
- Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to **"Carbonxt Group Limited"** and crossed **'Not Negotiable'**.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order is for:
 - o an amount less than A\$1,000, CG1 will reject your application for New Securities and refund your application money in full (without interest); or
 - o an amount greater than A\$1,000 that is not an increment of \$1,000.00 up to the maximum of \$30,000.00, CG1 may, at its discretion:
 - reject your application for New Securities and refund your application money in full (without interest); or
 - treat your application as if you had applied for the next lowest parcel of New Securities and refund the excess application money to you (without interest).
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (AEDT) on 29 November 2019.
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- CG1 reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (AEDT) on 29 November 2019.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Plan Booklet (including the terms and conditions of the SPP) and that you acknowledge the matters, and make the representations, warranties and certifications, in the terms and conditions of the SPP, including as to your eligibility to participate in the SPP;
- represent and warrant that by making payment, you agree to be bound by the constitutions of Carbonxt Group Limited and that the submission of the payment constitutes an irrevocable offer by you to purchase New Securities on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
- represent and warrant that the aggregate of the application price paid for by you:
 - the New Securities as indicated above;
 - any other New Securities in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the Application Form;
 - any other New Securities which you have instructed a Custodian to acquire on your behalf under the SPP; or
 - any other Securities issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP as a result of an instruction given by you to the Custodian or another custodian and which resulted in you holding beneficial interests in such Securities,does not exceed \$30,000;
- acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the Securities offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the Securities Act), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Securities to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
- are deemed to have made the declarations appearing in the section of the Offer Booklet titled "Effect of applying for New Securities" and, in particular you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Securities under this SPP and under any applicable laws and regulations; and
- acknowledge that you may receive a lesser number of New Securities than the number of New Securities you apply for. In which case, excess application monies will be returned to you without interest.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than 5.00pm (AEDT) on 29 November 2019 at:

MAILING ADDRESS
Carbonxt Group Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

HAND DELIVERY ADDRESS
Carbonxt Group Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate (which must be requested from the Registry) and submit both documents together with your cheque, bank draft or money order. Custodians cannot make payment by BPAY. Please contact the Registry, Boardroom Pty Limited, on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.