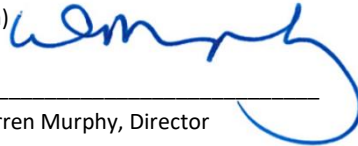


CARBONXT GROUP LIMITED

ACN 097 247 464

Signed pursuant to section 351 of the Corporations Act 2001
(Cth)



Warren Murphy, Director
29 September 2022

CLEANSING PROSPECTUS

For an offer of ten (10) Shares at an issue price of \$0.10 per Share to raise \$1.00 (before expenses) (**Offer**).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the secondary sale of Shares that may be issued by the Company prior to the Closing Date.

The Offer is made to investors to be identified and invited by the Company only and may not be assigned or transferred to any other party.

The Offer is not underwritten.

Important information

This is an important document that should be read in its entirety (including the Risk Factors set out in section 4 of this Prospectus). This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) to acquire continuously quoted securities issued in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. The Shares offered by this Prospectus should be considered highly speculative.

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 who potential investors may consult.

Table of contents

<u>IMPORTANT DATES AND NOTICES</u>	4
<u>CORPORATE DIRECTORY</u>	7
<u>1 SECTION 1: DETAILS OF THE OFFER</u>	8
1.1 <u>The Offer</u>	8
1.2 <u>Purpose of the Prospectus</u>	8
1.3 <u>Minimum subscription</u>	9
1.4 <u>Opening and Closing Dates</u>	9
1.5 <u>Applications for Shares – how to apply</u>	10
1.6 <u>Application monies held on trust</u>	10
1.7 <u>Oversubscription</u>	10
1.8 <u>Allotment of Shares and Application monies</u>	10
1.9 <u>Underwriting</u>	10
1.10 <u>ASX listing</u>	10
1.11 <u>Restrictions on the distribution of the Prospectus</u>	11
1.12 <u>Allotment</u>	11
1.13 <u>CHESS</u>	11
1.14 <u>Professional advice</u>	11
1.15 <u>Taxation</u>	11
1.16 <u>Major activities and financial information</u>	12
1.17 <u>Enquiries</u>	12
1.18 <u>Withdrawal</u>	12
<u>2 SECTION 2: EFFECT OF OFFER ON THE COMPANY</u>	13
2.1 <u>The effect of the Offer on the capital structure of the Company</u>	13
2.2 <u>Financial effect of the Offer</u>	13
2.3 <u>Effect of the Offer on control</u>	13
2.4 <u>Dividend Policy</u>	13
<u>3 SECTION 3: RIGHTS AND LIABILITIES ATTACHING TO SHARES</u>	14
3.1 <u>Rights attaching to Shares</u>	14
3.2 <u>Issue of Shares</u>	14
3.3 <u>Transfer of Shares</u>	14
3.4 <u>Variation of Shares</u>	14
3.5 <u>Meetings of Shareholders (general meetings)</u>	14
3.6 <u>Voting rights</u>	14
3.7 <u>Directors</u>	15
3.8 <u>Winding Up</u>	15
<u>4 SECTION 4: RISK FACTORS</u>	16
4.1 <u>Company-Specific Risk Factors</u>	16
4.2 <u>General risks factors</u>	17
<u>5 SECTION 5: BOARD AND MANAGEMENT</u>	20
5.1 <u>Board and management</u>	20
5.2 <u>Interests of Directors</u>	20
5.3 <u>Holdings of Directors</u>	20
5.4 <u>Payment of Directors' fees</u>	21
5.5 <u>Deeds of Access, Indemnity and Insurance</u>	21
<u>6 SECTION 6: ADDITIONAL INFORMATION</u>	22
6.1 <u>Transaction Specific Prospectus</u>	22

<u>6.2</u>	<u>ASX information and Share information</u>	23
<u>6.3</u>	<u>Highest and lowest prices of Shares</u>	23
<u>6.4</u>	<u>Details of substantial shareholders</u>	24
<u>6.5</u>	<u>Determination by ASIC</u>	24
<u>6.6</u>	<u>Corporate Governance</u>	24
<u>6.7</u>	<u>Interests of experts and advisers</u>	24
<u>6.8</u>	<u>Litigation</u>	24
<u>6.9</u>	<u>Expenses of the Offer</u>	25
<u>6.10</u>	<u>Consents and disclaimers</u>	25
<u>6.11</u>	<u>Directors' statement</u>	25
<u>7</u>	<u>SECTION 7: DIRECTORS' AUTHORISATION</u>	26
<u>8</u>	<u>SECTION 8: GLOSSARY OF TERMS</u>	27

IMPORTANT DATES AND NOTICES

Timetable and important dates*

Action	Date
Lodgement of Prospectus with ASIC and ASX	29 September 2022
Opening Date	29 September 2022
Closing Date	29 September 2022
Allotment of Shares pursuant to the Offer	29 September 2022

****The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offer or accepting late acceptances, either in general or in particular cases.***

Conditional Offer

The Offer is conditional on the Company achieving the minimum subscription as set out in section 1.3.

General

Shareholders and potential investors should read this document in its entirety and, if in doubt, should consult their professional advisers. The Shares that are the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 29 September 2022. A copy of this Prospectus was lodged with the ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares issued pursuant to this Prospectus to be admitted for quotation on ASX.

No person is authorised to give information or to make any representation in connection with 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 this Prospectus. The Offer is only available to those who are personally invited to accept the Offer. Applications for the Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which will be provided by the Company to invited investors.

This Prospectus is a transaction-specific prospectus for an offer of continuously quoted securities, as defined in the Corporations Act. It has been prepared in accordance with section 713 of the Corporations Act, which allows the issue of a concise prospectus in relation to an offer of continuously quoted securities, and therefore does not contain the same level of disclosure as an initial public offering prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers. The Prospectus is intended to be read in conjunction with information about the Company which is publicly available and has been notified to ASX. Therefore, this Prospectus does not include all information generally required to be included in a document of this type.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer.

Expiry date

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

Investment advice

This Prospectus does not take into account your financial circumstances, financial objectives or particular needs (including your financial or taxation issues). Therefore, this Prospectus does not constitute investment advice. You should obtain professional investment advice before subscribing for Shares under this Prospectus.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the ASX website. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

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.

Restrictions on Offer

This Prospectus 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 distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia and the Offer is not an offer or invitation in any jurisdiction where, or to any person whom, such an offer or invitation would be unlawful.

Application Forms

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for Shares in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus. Applications for Shares can only be made pursuant to the Application Forms provided by the Company to invited investors.

The Application Form provided by the Company to invited investors contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

Risk Factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks, and investors should refer to the Risk Factors in section 4 of the Prospectus before subscribing for Shares. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative and investors should consider consulting their professional advisors before applying for Shares pursuant to this Prospectus.

Definitions

Please refer to the glossary in section 8 of this Prospectus for terms and abbreviations used in parts of this Prospectus.

Forward looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Privacy

If you apply for Shares, you will provide personal information to the Company and the Share Registry. This enables your Application to be assessed, you to be registered as the holder of Shares, to enter you in the Company's register of members and to enable the Company to contact you. The Company collects, holds and will use that information to assess your Application, service your needs as a holder of Shares and carry out administration.

The Company may from time to time be required to disclose your personal information to persons inspecting the register, bidders for your Securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, other government agencies, print service providers, mail houses, the Share Registry or as required by law. The Company and the Share Registry may disclose your personal information to its agents and service providers as authorised by the *Privacy Act* (1988) (Cth) or for purposes required by the ASX Listing Rules, Corporations Act or the ASX Settlement Operating Rules. You may access your personal information by contacting the Share Registry and may request corrections to such personal information.

Miscellaneous

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated. All references to time in this Prospectus relate to the time in Sydney, New South Wales.

CORPORATE DIRECTORY

Directors of the Company

Warren Murphy (Managing Director)
 Matthew Driscoll (Director and Chairman)
 David Mazyck (Director)
 Fadi Diab (Director)

Company Secretaries

Laura Newell
 Rebecca Prince

Registered Office Address

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

Principal Office

Suite 111
 3951 NW 48th Terrace
 Gainesville FL 32606
 United States of America

ASX Code:

CG1

Contact Details

Telephone: 02 9290 9600
 Webpage: <http://www.cglimited.com/>

Solicitors to the Company

Thomson Geer
 Level 14, 60 Martin Place
 Sydney NSW 2000

Auditors*

Ernst & Young
 200 George Street
 Sydney NSW 2000

Share Registry*

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

*These entities have not been involved in the preparation of this Prospectus. Their names are included for information purposes only.

1 SECTION 1: DETAILS OF THE OFFER

1.1 The Offer

By this Prospectus, the Company is making an offer to investors identified by the Directors for up to ten (10) Shares at \$0.10 per Share to raise up to \$1.00 (before expenses).

All of the Shares issued under this Prospectus will rank equally with Shares on issue at the date of the Prospectus. Application Forms will only be provided by the Company to invited investors. All recipients of the Shares under the Offer will be sophisticated or professional investors (within the meaning of section 708(8) and 708(11) of the Corporations Act, respectively), however no Shares will be issued under the Offer to Directors, related parties of the Company or any other person if the issue would be in breach of the takeover prohibition in section 606 of the Corporations Act.

The Offer is conditional upon the Company achieving the minimum level of subscription for the Offer as set out in section 1.3. Satisfaction of the minimum subscription is a requirement of the Offer being 10 Shares to raise approximately \$1.00.

1.2 Purpose of the Prospectus

The Company is seeking to raise only a nominal amount of \$1.00 (before costs) under the Offer and accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

The primary purpose of this Prospectus is to remove any trading restrictions that may be attached to Shares issued by the Company on or prior to the Closing Date, including approximately 2.9 million Shares issued on or about 1 August 2022 at an issue price of \$0.14 per Share to sophisticated investors in accordance with the Company's market announcement dated 2 August 2022 (**Placement Shares**).

The Placement Shares rank equally with existing Shares on issue. A summary of the terms of existing Shares is set out in section 3.

Section 708A(5) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that were quoted securities at all times in the 3 months before the day on which the relevant securities were issued;
- (b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued;
- (c) the Company has not been exempted by ASIC from the continuous disclosure provisions at any time during the relevant period referred to in paragraph (b);
- (d) the Company or any person as director or auditor of the body has not been exempted from or received an instrument of modification in relation to the financial reporting provisions at any time during the relevant period referred to in paragraph (b); and
- (e) (relevantly) the Company gives the relevant market operator for the Company a notice that complies with section 708A(6) of the Corporations Act (**Cleansing Notice**) before the sale offer is made.

Under section 708A(6) of the Corporations Act, amongst other things, a Cleansing Notice must be given within 5 business days after day on which the relevant securities were issued by the body.

With respect to the Placement Shares, the Company did not issue a Cleansing Notice within 5 business days after the day on which the Placement Shares were issued.

Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (a) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities are issued; and
- (b) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus has been prepared pursuant to section 708A(11)(b)(i) primarily to remove any secondary sales restrictions on the sale of the Shares issued prior to the Closing Date (including the Placement Shares), as section 708A(11)(b)(i) removes secondary sale restrictions where this Prospectus is lodged with ASIC on or after the day on which the Placement Shares and any Shares were issued but before the day on which the Placement Shares are offered for sale.

This Prospectus has been issued to facilitate secondary trading of the Placement Shares as they have been issued without disclosure to investors under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to allow persons who were issued Placement Shares to on-sell those Shares within 12 months of issue.

As the Corporations Act restricts trading in securities which are issued without a prospectus, the purpose of the Offer is to allow the holders of Shares issued on or prior to the Closing Date (including the Placement Shares) to trade them without restriction. The Company did not issue the Placement Shares for the purpose of the persons to whom they are issued selling or transferring their Placement Shares or interests in those Shares within 12 months of issue, but this Prospectus allows them to do so should they wish.

Therefore, the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Placement Shares and the Shares issued under this Prospectus do not breach section 707(3) of the Corporations Act by relying on the secondary trading provisions in section 708A(11) of the Corporations Act.

1.3 Minimum subscription

The Offer is conditional upon the Company achieving the minimum subscription for that Offer, being ten (10) Shares to raise approximately \$1.00.

Satisfaction of the above condition is a requirement for the issue of Shares under the Offer. In the event that these conditions are not met within 4 months of the date of this Prospectus (or such period as varied by ASIC), all Application monies will be returned to Applicants without interest as soon as practicable thereafter and no Shares will be issued under the Offer.

1.4 Opening and Closing Dates

Subscription for the Offer will open on 9.00am AEST on the Opening Date and remain open until 5.00pm AEST on the Closing Date, subject to the right of the Directors to either close the Offer at an earlier time and date or to extend the Closing Date without prior notice, subject to the requirements of the ASX Listing Rules.

1.5 Applications for Shares – how to apply

Applications for Shares offered by this Prospectus may only be made on the Application Forms, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions set out in the Application Form.

Completed Application Forms must be sent to the Company by post or delivered to:

Attn: Laura Newell
Carbonx Group Limited Company Secretary
Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

No brokerage or stamp duty is payable by Applicants.

An Application for Shares may be accepted in full, for any lesser number, or rejected by the Directors. If any Application is rejected, in whole or in part, the relevant Application monies will be returned without interest.

1.6 Application monies held on trust

All Application monies received for the Shares offered under this Prospectus will be held in trust in a bank account established solely for the purpose of depositing Application monies received pursuant to this Prospectus until the Shares are allotted. Application monies will be returned (without interest) if the Shares are not allotted. Any interest earned on the Application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether grants take place and each Applicant waives the right to claim any interest.

1.7 Oversubscription

No oversubscription for the Offer will be accepted by the Company.

1.8 Allotment of Shares and Application monies

Shares will be issued only after all Application monies have been received and ASX has granted permission for the Shares to be quoted. It is expected that Shares will be issued on 29 September 2022 and trading of the Shares on ASX is expected to commence on 5 October 2022. Holding statements for Shares issued under the Offer will be mailed as soon as practicable after they are issued.

The Directors will determine the allottees of all the Shares the subject of the Offer in their sole discretion. The Directors reserve the right to reject any Application or to allot any Applicant fewer Shares than the number applied for.

Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on Application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

1.9 Underwriting

The Offer is not underwritten.

1.10 ASX listing

Application for Official Quotation of Shares issued pursuant to this Prospectus shall be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of Shares offered pursuant to this Prospectus before the expiry of 3 months after the date of this Prospectus, or such other period as varied by ASIC, the Company shall not issue any Shares and shall repay all Application monies for the Shares within the period prescribed by the

Corporations Act and without interest. The fact that the ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

1.11 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia may be restricted by law. 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.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an Application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

1.12 Allotment

Acceptance of an Application by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares for which the Application is accepted.

The Company will allot and issue the Shares offered by this Prospectus as soon as practicable after the grant of quotation of the Shares offered under this Prospectus.

Following the allotment and issue of the Shares, statements illustrating Applicants' shareholdings in the Company will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.13 CHESS

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Shares.

The Company will not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be dispatched to Shareholders as soon as practicable after issue. Holding statements will be sent either by CHESS (for Shareholders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares issued under this Prospectus and the Holder Identification Number (for Shareholders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each Shareholder following the month in which the balance of their Shareholding changes, and also as required by the ASX Listing Rules and the Corporations Act.

1.14 Professional advice

The Directors recommend that potential investors, when making an informed assessment of what will be the assets and liabilities, financial position, profits and losses and prospects of the Company should read this Prospectus in its entirety.

Potential investors who have any questions about investing in the Company or are in any doubt about any matter relating to the Offer, should seek the advice of their professional advisers.

1.15 Taxation

As it is not possible for the Company to provide individual taxation advice to each potential investor applying for Shares under this Prospectus, the Directors consider that it is not appropriate to provide advice regarding the taxation consequences for each investor applying for Shares pursuant to this Prospectus, or the taxation consequences of the Company conducting the Offer.

The Company, its advisors and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, each Applicant should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.16 Major activities and financial information

A summary of the major activities and financial information relating to the Company is included in the Annual Report, which was lodged with ASX on 30 August 2022. The Company's continuous disclosure notices (ASX announcements) since 30 August 2022 are listed in section 6.2 of this Prospectus.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders and potential investors review these and all other announcements prior to deciding whether or not to participate.

1.17 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional advisor without delay. Any questions concerning the Offer should be directed to the Company Secretary, being Laura Newell at +61 2 8016 2801.

1.18 Withdrawal

The Company may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application monies without interest at the earliest practicable time.

2 SECTION 2: Effect of Offer on the Company

2.1 The effect of the Offer on the capital structure of the Company

The capital structure of the Company on completion of the Offer assuming the Offer is fully subscribed is set out below:

Shares currently on issue	Number of Shares
Shares on issue immediately prior to the Offer (including the issue of Placement Shares)	192,448,686
Shares offered under this Prospectus	10
Total Shares on issue on completion of the Offer*	192,448,676

*Assumes no convertible securities are exercised.

Options	Number of Options
All Options quoted on the ASX currently on issue	19,975,140
All unlisted (vested + unvested) convertible securities including Options and warrants currently on issue	16,566,670
Total convertible securities on issue on completion of the Offer*	36,541,810

*No convertible securities were issued under the Offer

Fully Diluted Share Capital	Number of Shares
Shares on issue immediately prior to the date of this Prospectus (including the issue of Placement Shares)	192,448,686
Total Shares on issue at completion of the Offer	10
Total Shares on issue if all convertible securities (vested + unvested) on issue on completion of the Offer are exercised*	228,990,496

*This assumes no other Shares are issued between the date of this Prospectus and the date of exercise of the last Option on issue, or any other convertible security is converted into Shares.

2.2 Financial effect of the Offer

The financial effect of the Offer will, assuming that 10 Shares are issued pursuant to the Offer, be that cash reserves (before costs) will increase by approximately \$1.00.

After paying the expenses of the Offer of approximately \$4,200 there will be no remaining funds (refer to section 6.9 for further detail).

2.3 Effect of the Offer on control

The Company will not issue Shares under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act. The potential dilutionary effect of the Offer is 0%.

2.4 Dividend Policy

The Directors may pay interim and final dividends as they determine. The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends depend on the future profitability, financial position and cash requirements of the Company.

3 SECTION 3: RIGHTS AND LIABILITIES ATTACHING TO SHARES

3.1 Rights attaching to Shares

The Constitution sets out the internal rules of the Company. The section below summarises the material provisions of the Constitution, including the rights and liabilities attached to Shares. This summary is not intended to constitute an exhaustive 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 Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. The Shares to be issued under this Prospectus will rank equally with the existing Shares.

3.2 Issue of Shares

The issue of Shares by the Company and the terms of those Shares is under the control of the Board, subject to the Corporations Act, ASX Listing Rules and any rights attached to any special class of Shares.

3.3 Transfer of Shares

Except where required or permitted by law, the ASX Listing Rules, the ASX Settlement Operating Rules, or the Constitution, there is no restriction on the transfer of the Shares of the Company.

The Company participates in the securities registration and transfer system known as CHESS. Under CHESS, the Company may issue holding statements in lieu of share certificates. The Company is not permitted to charge any fee for registering a proper ASX Settlement transfer of Shares. The directors may in their absolute discretion refuse to register a transfer of securities where they are not quoted on the ASX. Where the securities are quoted on the ASX, the directors may in their absolute discretion refuse to register any transfer subject to a holding lock, or in any circumstances permitted by the ASX Listing Rules, or where the transfer is in breach of the ASX Listing Rules or the Constitution.

3.4 Variation of Shares

The rights conferred on the holders of Shares of any class of the Company are not to be taken as varied by the issue of further Shares ranking equally with the first-mentioned Shares unless expressly provided by the terms of issue of the first-mentioned Shares or as required by the Corporations Act or, while the Company remains listed on the ASX, the ASX Listing Rules.

The rights attached to any class of Shares may, unless their terms of issue state otherwise, be varied or cancelled with the written consent of 75% of the holders of issued Shares of the affected class, or authorised by a special resolution passed at a separate meeting of the holders of the Shares of the affected class.

3.5 Meetings of Shareholders (general meetings)

The Directors may call a meeting of Shareholders whenever they think fit.

Shareholders may call a meeting in accordance with the Corporations Act. The Constitution contains provisions prescribing the content requirements for notices of meetings sent to Shareholders. All Shareholders are entitled to attend. A quorum for a general meeting is two (2) Shareholders who are eligible to vote at the general meeting.

The Company will hold an annual general meeting in accordance with the Corporations Act and the ASX Listing Rules.

3.6 Voting rights

Subject to any rights or restrictions for the time being attached to any Shares or class of Shares of the Company, each Shareholder, whether present in person or by proxy, attorney or representative at a meeting of Shareholders, has one vote on a show of hands and one vote on a poll for each fully paid Share held and a fraction of a vote for each partly paid Share, equivalent to the proportion paid up on that Share.

3.7 Directors

The business of the Company is to be managed by or under the direction of the Directors. The Company must have at least three (3) Directors and not more than twelve (12). The Board may appoint a person to be a Director at any time, but any such Director must retire at the next annual general meeting (at which meeting he or she may be eligible for election as director).

A Director may not hold office for a continuous period in excess of 3 years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

A retiring Director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

3.8 Winding Up

On a winding up of the Company a liquidator may, with the sanction of a special resolution of the Shareholders, divide among the Shareholders the property of the Company in kind. The liquidator may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

4 SECTION 4: RISK FACTORS

There are a number of Risk Factors that may have a material adverse effect on the Company's future operating and financial performance. The Shares to be issued pursuant to this Prospectus are to be considered a speculative investment.

The following summary explains some of the risks associated with investment in the Company and which may impact upon the financial performance of the Company. This section refers to risks which are specific to the Company and the industry and jurisdiction in which it operates, and also details general investment risks which may affect the Company and an investment in the Company. However, potential investors should read this Prospectus in its entirety and consult their professional advisers before applying for Shares under this Prospectus. The list of Risk Factors outlined here are not necessarily exhaustive.

Neither the Company, nor its Directors nor any of its professional advisers give any form of guarantee on future dividends, return on capital or the price at which the Shares might trade on the ASX. Investors should carefully consider the non-exhaustive list of risks associated with investing in the Company that are outlined below and consult with their professional advisors before making an investment in the Company.

4.1 Company-Specific Risk Factors

(a) Ability to retain existing clients and attract new clients

The Company's business depends on its ability to retain existing customers, together with its ability to attract further business from existing customers or attract new customers. Whilst the Company endeavours to enter into long term contracts with utilities for the supply of its products, the Company does not generally require customers to commit to minimum product supply. There is a risk that customers reduce their usage of the Company's products in the future, or do not renew contracts upon their expiry. The loss of existing customers or the inability to attract new customers would have an adverse impact on the financial position of the Company.

(b) Regulatory Risks

Carbonxt is heavily reliant on US environmental policies and regulation, in particular the EPA's MATS regulations that came into force in April 2016 to tightly regulate the emission of mercury released through the burning of coal, and the Effluent Limitation Guidelines (ELGS) which progressively come into effect from December 2018. Any change to or reversal of current legislation would have a significant negative effect on the Company's business model and financial performance. It should be noted that the current US President has mooted substantially changes in the operation of the EPA and regulation, including MATS, may be affected. At this stage, the utilities that Carbonxt conducts business with have indicated no change to their future planned operating procedures and planning.

(c) Intellectual Property Risk

The Company relies on its intellectual property (including technology, know how, trademarks, designs and patents) and there can be no assurance that competitors or other parties will not imitate or develop technology and know-how that challenges or competes with the Company or supersedes the Company's intellectual property. In addition, any unauthorised use or disclosure of Carbonxt's intellectual property may also have an adverse effect on the Company's financial performance.

(d) Reliance on key personnel

Carbonxt employs, or engages as consultants, a number of key management and scientific personnel. The inability of the Company to retain and attract highly qualified and experienced personnel could have a material adverse impact on the Company's business and financial performance.

(e) Competition Risk

The Company operates in a dynamic AC market primarily driven by the US EPA's regulations. There is a possibility that existing or new competitors may increase competitive pressure through technological advancements, volume increases or pricing and other strategies. Any significant advancements in technology for producing AC have the potential to change the competitive environment in which the Company operates.

(f) Safety and industrial accidents

The production and supply of the Company's products is subject to safety related risks, which is being managed carefully by the Company. Despite the relevant safety guards there is no guarantee a serious accident will not occur in the future. A serious accident may negatively affect the financial performance and/or financial position of the Company.

(g) Exchange rate risk

The Company is exposed to movements in exchange rates. Financial statements are maintained in Australian dollars however for the foreseeable future the vast majority of the Company's revenue and expenses will be denominated in United States dollars. Adverse movements in the AUD/USD exchange rate may have an adverse effect on the financial performance and/or financial position of the Company.

(h) Brand establishment and maintenance

Establishing and maintaining its brand in the industry is critical to growing the Company's customer base and product acceptance. Prior to entering into supply agreements, the Company is required to undertake vigorous testing of its Activated Carbon solutions. While the Company has so far been successful in tests undertaken to support the effectiveness of its products and processes, any future unsuccessful tests for potential customers could adversely affect the Company's brand, and its business and operating results could be adversely affected. The Company must also maintain and support its existing customer relationships to maintain its brand and attract further customers.

(i) Product liability and uninsured risks

The Company is exposed to potential product liability risks, which are inherent in the research and development, manufacturing, marketing and use of its products or products that are developed in the future. Whilst the Company has liability insurance to help manage such risks, the Company may not be able to maintain insurance for product or service liability on reasonable terms in the future and/or the Company's insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on any such claims.

(j) Offshore operations

While the Company's corporate management is in Australia, its operations are based in the United States. The global nature of the coal fired generation business and the United Nations initiatives in respect of mercury capture, may result in the Company's activities extending to other countries in the future. Geographic diversity adds risk to the ability of the Company to manage its operations and employees, and introduces additional risks relating to the general economic, regulatory, legal, social and political environment in the jurisdictions in which it intends to operate, which may in turn adversely affect the Company's business and financial condition.

4.2 General risk factors

Fluctuations in the global economic conditions as well as general trends in the Australian and overseas markets may affect the trading price of the Company's Shares on the ASX. An investment in the Company involves general risks associated with any investment in shares of companies that are listed on the ASX. The following summary of the general risk factors, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

(a) **Fluctuations in the stock market**

The price of securities listed on the ASX may rise or fall due to numerous factors which may affect the market performance of the Company including:

- (i) general economic conditions, including inflation rates and interest rates;
- (ii) variations in the local and global markets for listed Shares in general;
- (iii) changes to government policy, legislation or regulation;
- (iv) competition in the industries in which the Company and its subsidiaries operate; and
- (v) general operational and business risks.

The Offer carries no guarantee in respect of profitability, dividends, return of capital or the price at which Shares trade on the ASX.

(b) **General Market Risks**

The price of general economic factors such as interest rates, exchange rates, inflation, business and consumer confidence and general market factors may have an adverse impact on Carbonxt's performance, prospects or value of its assets. The market price of the Company's shares will fluctuate due to various factors, many of which are not specific to Carbonxt, including domestic and international general economic conditions, inflation rates, interest rates, exchange rates, changes in government, fiscal and monetary policies, regulatory changes, global investment markets, geo political events and hostilities and other factors that may affect the Company's financial performance and position. In the future, these factors may cause Carbonxt shares to trade at or below their issue price.

(c) **Litigation**

In the ordinary course of business, Carbonxt may be involved in litigation disputes from time to time. Litigation disputes may adversely impact the operational and financial performance of and industry standing of the Company. In the case where the impact of legal proceedings is greater than or outside the scope of the Company's insurance, such litigation could negatively affect Carbonxt's financial position.

(d) **Global Uncertainty**

The Company recognises that the Russia/Ukraine conflict and the various actions by the rest of the world including the imposing of certain sanctions may impact the world economy, the financial services market, The Company's operations and the price of the Shares.

(e) **COVID-19**

The global economic outlook is facing uncertainty due to the current COVID-19 (Novel Coronavirus) pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, the gold price and foreign exchange rates.

While to date COVID-19 has not had any material impact on the Company's operations, should any Company personnel or contractors be infected, it could result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as an adverse impact on the financial condition of the Company.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, supply chains, financial position and prospects, and are likely to be beyond the control of the Company.

Furthermore, the prices at which the Company's listed Securities trade may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19.

The Company will update the market about any material impact of COVID-19 on its business.

(f) **Adverse taxation changes may occur**

There is the potential for changes to tax laws. Any change to the current tax rate imposed on the Company (including any foreign jurisdictions in which the Company may operate in the future) is likely to affect returns to Shareholders.

(g) **Australian Accounting Standards may change**

Australian Accounting standards are set by the AASB and are outside the control of both the Company and its Directors. There is a risk that interpretation of existing Australian Accounting Standards, including those relating to the measurements and recognition of key income statement and balance sheet items, including revenue and receivables, may differ. Changes to Australian Accounting Standards issued by the AASB or changes to the commonly held view on the application to those standards could materially adversely affect the financial performance and position reported in the Company's reported financial statements.

(h) **Force Majeure events may occur**

Events may occur within or outside Australia that could impact upon the Australian economy, the Company's operations and the price of the Shares. The events include but are not limited to, acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. The Company has only a limited ability to insure against some of these risks.

5 SECTION 5: BOARD AND MANAGEMENT

5.1 Board and management

The Board consists of:

- Mr Matthew Driscoll (Director and Chair);
- Mr Warren Murphy (Managing Director);
- Mr David Mazyck (Director); and
- Mr Fadi Diab (Non-Executive Director).

The Company Secretaries are Ms Laura Newell and Ms Rebecca Prince.

For further information about the Board and management of the Company, please refer to the Company's ASX announcements, the Annual Report and its website, <http://www.cglimited.com/>.

5.2 Interests of Directors

In the two years preceding the lodgement of this Prospectus with ASIC, no person has paid or agreed to pay any amount or has given any benefit to any Director to induce them to become, or qualify as a Director or for services provided by the Director in connection with:

- (a) the formation or promotion of the Company; or
 - (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
 - (c) the Offer of Shares under this Prospectus,
- except as set out in this Prospectus.

5.3 Holdings of Directors

As at the date of this Prospectus, the Directors (and their respective associates) have a holding in the Securities of the Company as described in the 'Pre-Offer' column in the table below.

Director	Pre-Offer
Matthew Driscoll	1,783,881 Shares 363,217 Options
Warren Murphy	1,075,229 Shares 333,333 Options
David Mazyck	426,062 Shares Nil Options
Fadi Diab*	591,667 Shares* Nil Options
Total:	83,138,356 Shares Nil Unlisted Options

**Mr Diab's shares are held through a controlled entity, Diab Investments Pty Ltd as trustee for the Diab Family Trust. Mr Diab is a director of the company and a beneficiary of the trust*

5.4 Payment of Directors' fees

The total amount of fees paid to all Directors for their services as directors must not exceed in aggregate in any financial year the amount fixed by the Company in general meeting. This amount has been fixed at \$750,000 per annum. Payment of Directors' fees will be in addition to payments to Directors in any employment or consultancy capacity.

The current Directors of the Company were appointed on the following dates:

- (a) Mr Matthew Driscoll: 5 August 2019 and last re-elected to office by shareholders on 20 October 2021;
- (b) Mr Warren Murphy: 22 March 2013, Warren has not stood for re-election by shareholders as he is the Managing Director; and
- (c) Mr David Mazyck: 10 May 2013 and last re-elected to office by shareholders on 21 October 2020; and
- (d) Mr Fadi Diab: 8 September 2022.

The Directors have received, or are entitled to receive the following remuneration (plus statutory superannuation guarantee payment, where applicable), for the period from their appointment until the date of this Prospectus:

	Remuneration for year ended 30 June 2021	Remuneration for year ending 30 June 2022
Matthew Driscoll (Non-Executive Director)	\$120,000	\$120,000
Warren Murphy (Executive Director)	\$219,000	\$219,000
David Mazyck (Executive Director)	\$535,478	\$553,733
Fadi Diab (Non-Executive Director)	Nil	Nil

5.5 Deeds of Access, Indemnity and Insurance

The Company has entered into a Deed of Access, Indemnity and Insurance with each of its Directors. Under the terms of these deeds, the Company indemnifies each officer to the extent permitted by the Corporations Act against any liability as a result of the officer acting as an officer of the Company, except where there is a lack of good faith.

6 SECTION 6: ADDITIONAL INFORMATION

6.1 Transaction Specific Prospectus

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 the 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 made reasonable enquiries, the Company believes that it has complied with the continuous disclosure 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 specified events or matters at the time at which they arose for the purpose of making such information available to the securities 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 ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) the Company 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 Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after lodgement of the annual financial report and before the lodgement of this Prospectus with 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 and before lodgement of this Prospectus with ASIC.

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

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rule that investors or their professional advisors:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Shares the subject of this Prospectus; and

- (b) would reasonably expect to find in this Prospectus.

6.2 ASX information and Share information

The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report of the Company for the year ended 30 June 2022 containing the financial statements of the Company for the financial year ended 2022, being the last financial year for which financial statements were lodged with ASIC in relation to the Company on 30 August 2022;
- (b) the Half-Yearly Report of the Company for the half year ended 23 February 2022 lodged with ASIC on 23 February 2022; and
- (c) the following continuous disclosure notices given by the Company to notify the ASX of information relating to the Company during the period from the date of lodgement of the Annual Report of the Company referred to in paragraph (a) and before the date of issue of this Prospectus:

Date	Announcement Title
26 September 2022	Appendix 3B – cancellation
26 September 2022	Reinstatement to Quotation
26 September 2022	Proposed issue of securities – CG1
26 September 2022	Two Tranche Placement Raises \$7M
23 September 2022	Request for extension to voluntary suspension
21 September 2022	Suspension from Quotation
19 September 2022	Trading Halt
8 September 2022	Initial Director's Interest Notice
8 September 2022	Appointment of new Director
6 September 2022	Appendix 3B
31 August 2022	Becoming a substantial holder
31 August 2022	Ceasing to be a substantial holder
30 August 2022	FY22 Results Announcement
30 August 2022	Appendix 4G and Corporate Governance Statement

The ASX announcements are available through the Company's website or on the Company's ASX announcements page. Alternatively, the Company's file is available for inspection at ASX during office hours.

6.3 Highest and lowest prices 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 and lowest market sale prices of Shares in the Company on the ASX in the 3-month period immediately prior to the date of this Prospectus and the most recent date of the respective sales were:

	Price	Date
Highest	\$0.178	24 June 2022
Lowest	\$0.10	9 September 2022
Last	\$0.105	16 September 2022

6.4 Details of substantial shareholders

Based on publicly available information as at 30 June 2022, no person has a relevant interest in 5% or more of the Shares on issue immediately prior to the lodgement of this Prospectus.

6.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing Shares under this Prospectus.

6.6 Corporate Governance

The Company reports on its compliance with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) in its annual reports and, where the Company's practices do not comply with the Corporate Governance Principles and Recommendations, the Company is working towards compliance. For copies of the Company's corporate governance policies and charters, please visit the Company's registered office or the Company's website.

6.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) to any expert, promoter or any other 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, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Thomson Geer has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Thomson Geer \$6,500.00 (excluding GST and disbursements) for these services.

6.8 Litigation

The Company is not involved in any litigation, arbitration or other legal proceedings and the Directors are not aware of any threatened or pending litigation or arbitration against the Company.

6.9 Expenses of the Offer

The estimated total expenses of the Offer and the issue of the Shares under this Prospectus are \$9,706 (excluding GST), as set out in the table below.

Expense	\$
ASIC Fees	\$3,206
Legal Fees	\$6,500
Total	\$9,706

6.10 Consents and disclaimers

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC.

Thomson Geer has given, before lodgement of this Prospectus, their written consent to being named in this Prospectus as solicitors to the Company in the form and context in which they are named. Thomson Geer did not authorise or cause the issue of this Prospectus or the making of the Offer. Thomson Geer make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

6.11 Directors' statement

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiry and have reasonable grounds to believe that the persons making the statement or statements were competent to make such statements, those persons have given the consent required by section 716 of the Corporations Act to the issue of this Prospectus and have not withdrawn that consent, before lodgement of this Prospectus with ASIC.

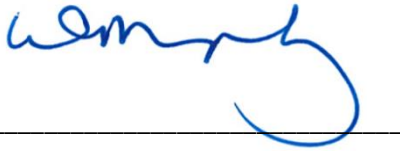
This Prospectus is prepared on the basis that:

- (a) certain matters may be reasonably expected to be known to professional advisers of any kind with whom Applicants may reasonably be expected to consult; and
- (b) information is known to Applicants or their professional advisers by virtue of any legislation or laws of the Commonwealth of Australia or any State of Australia.

7 SECTION 7: DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issued has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company

A handwritten signature in blue ink, appearing to read 'Warren Murphy', is written over a horizontal line.

Warren Murphy

Director

Dated: 29 September 2022

8 SECTION 8: GLOSSARY OF TERMS

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

“\$” means Australian dollars;

“AASB” means the Australian Accounting Standards Board;

“AEST” means Australian Eastern Standard Time;

“Annual Report” means the annual report for the Company for the financial year ended 30 June 2022;

“Applicant” means a person who submits an Application;

“Application” means a valid application to subscribe for Shares under this Prospectus;

“Application Form” means the relevant application form to apply for Shares offered under this Prospectus;

“ASIC” means Australian Securities and Investments Commission;

“ASX” means Australian Securities Exchange Limited (ACN 008 624 691);

“ASX Listing Rules” means the listing rules of ASX as at the date of this Prospectus;

“ASX Settlement Operating Rules” means the settlement operating rules of ASX as at the date of this Prospectus;

“Board” means the board of Directors of the Company unless the context indicates otherwise;

“Chair” means the chairperson of the Board;

“CHESS” means ASX Clearing House Electronic Subregister System;

“Closing Date” means 29 September 2022 or such earlier or later date as the Directors may determine;

“Company” means Carbonx Group Limited (ACN 097 247 464);

“Constitution” means the constitution of the Company as at the date of issue of this Prospectus;

“Corporate Governance Principles and Recommendations” means the *Corporate Governance Principles and Recommendations (Third Edition)*;

“Corporations Act” means the *Corporations Act 2001* (Cth);

“Deed of Access, Indemnity and Insurance” means those deeds described in section 5.5;

“Director” means a director of the Company from time to time;

“Executive Director” means an executive director of the Company;

“Placement Shares” has the meaning given to that term in section 1.2;

“Non-Executive Director” means a non-executive director of the Company;

“Offer” means the offer to investors to be identified by the Directors of 10 Shares at an issue price of \$0.10 each pursuant to this Prospectus to raise \$1.00;

“Official Quotation” means official quotation by ASX in accordance with the ASX Listing Rules;

“Opening Date” means 29 September 2022 or as varied by the Directors;

“Option” means an option to acquire Shares;

“Prospectus” means this prospectus dated 29 September 2022 and which was lodged with ASIC on that date;

“Risk Factors” means risks faced by the Company as set out in section 4 of this Prospectus;

“Securities” means Shares and/or Options in the Company;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a holder of Shares in the Company; and

“Share Registry” means Boardroom Pty Limited.