



**Orpheus Energy Limited ACN 121 257 412 (to be
renamed SenSen Networks Limited)**

SECOND SUPPLEMENTARY PROSPECTUS

**THIS IS A SECOND SUPPLEMENTARY PROSPECTUS TO THE PROSPECTUS
LODGED WITH ASIC ON 1 SEPTEMBER 2017 AND THE FIRST SUPPLEMENTARY
PROSPECTUS LODGED WITH ASIC ON 14 SEPTEMBER 2017 AND MUST BE
READ TOGETHER WITH THE PROSPECTUS AND THE FIRST SUPPLEMENTARY
PROSPECTUS.**

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR
PROFESSIONAL ADVISER WITHOUT DELAY.**

IMPORTANT INFORMATION

This is a second supplementary prospectus dated 25 September 2017 (**Second Supplementary Prospectus**).

This Second Supplementary Prospectus should be read in conjunction with the replacement prospectus dated 1 September 2017 (**Prospectus**) and the First Supplementary Prospectus dated 14 September 2017 issued by Orpheus Energy Limited ACN 121 257 412 (to be renamed SenSen Networks Limited) (**Company**). The Prospectus replaced the prospectus dated 18 August 2017 (**Original Prospectus**).

A copy of this Second Supplementary Prospectus was lodged with ASIC and the ASX on 25 September 2017. ASIC and the ASX do not take any responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus. If there is a conflict between the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

Terms defined in the Prospectus have the same meaning as in this Second Supplementary Prospectus, unless otherwise indicated.

This Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus may be viewed on the Company's website at www.orpheusenergy.com.au. You may obtain a paper copy of the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus free of charge by contacting the Company.

The Company will send a copy of this Second Supplementary Prospectus to all Applicants who, prior to the date of this Second Supplementary Prospectus, have subscribed for ordinary shares (**Shares**) pursuant to the Prospectus.

This document is important and should be read in its entirety and in conjunction with the Prospectus. If you do not understand its contents, you should consult your professional advisor without delay.

1. General

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

The purpose of this Second Supplementary Prospectus is:

- (a) to advise investors that the Company has extended the indicative timetable to extend the SPP Offer;
- (b) to replace the indicative timetable as set out in paragraph 3 (below);

This Second Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 1 September 2017 and the First Supplementary Prospectus dated 14 September 2017 issued by Orpheus Energy Limited ACN 121 257 412

- (c) to provide an update in regards to an amendment to the Canadian City Council Contract detailed in the Prospectus.

2. The Offers

As at the date of this Second Supplementary Prospectus, the General Offer has closed and been fully subscribed up to the General Offer Maximum Subscription.

The SPP Offer is being extended:

- (a) to allow additional time for Eligible Shareholders to participate in the SPP Offer; and
- (b) to allow time for the ASX Listing Committee to confirm its decision in regards to the look through relief application and the number of Vendors who will be subject to ASX imposed escrow under Chapter 9 of the ASX Listing Rules.

Completion of the SPP Offer, General Offer and Vendor Offer is conditional, amongst other things, on the Subscription Amount being received under the SPP Offer.

The Company notes that pursuant to the terms of the Prospectus, in the event the SPP Offer is not subscribed to the Subscription Amount by Eligible Shareholders, the Company reserves the right to place the shortfall of the SPP Offer in its discretion.

3. Indicative Timetable

The indicative timetable set out immediately before the Chairman's letter in the Prospectus is deleted and replaced with the following:

Event	Date
Lodgement of the Original Prospectus with ASIC	18 August 2017
Lodgement of the Prospectus with ASIC	1 September 2017
Lodgement of the First Supplementary Prospectus with ASIC	14 September 2017
Closing Date of the General Offer	18 September 2017
Lodgement of this Second Supplementary Prospectus with ASIC	25 September 2017
Closing Date of the Vendor Offer	25 September 2017
Closing Date of the SPP Offer	3 October 2017
Issue of New Shares and Consideration Shares under the Offers and completion of the Acquisition	13 October 2017
Expected date for despatch of holding statements	16 October 2017
Re-quotation of Shares (including New Shares and Consideration Shares (those not subject to escrow)) on ASX Normal T+2 trading anticipated to commence on a post-Consolidation basis and commencement of trading of Shares on the ASX (subject to the Company re-	18 October 2017

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complying with Chapters 1 and 2 of the ASX Listing Rules and subject to the ASX agreeing to reinstate the Company's Shares to quotation)	
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The above dates are indicative only. The Directors of the Company reserve the right to vary these dates, including further extending the Closing Date of the SPP Offer.

4. Variation of Canadian City Council Contract detailed in the Prospectus

As detailed in the Prospectus in Section 10, by a letter dated 12 December 2016, SenSen and a city council in the Canadian province of Alberta (**City Council**) confirmed the appointment of SenSen to provide vehicle Licence Plate Recognition System (**Appointment**) for an initial term of 1 year from 12 December 2016 and may be renewed by the City for up to 6 additional one year terms.

In consideration of SenSen accepting the Appointment, SenSen is entitled to receive a fee for installation of the vehicle licence plate recognition system, and ongoing annual maintenance fee during the term of Appointment.

In September 2017, following the completion of a proof of concept for the fixed vehicle licence plate recognition system (**PoC**), the City Council and SenSen agreed to amend the terms of the Canadian City Council Contract with effect from 1 September 2017 (**Effective Date**).

The key terms of the amended Canadian City Council Contract are as follows:

- (a) the initial term of the Appointment has been extended to end 3 years from the Effective Date. The Canadian City Council will have an option to renew the appointment for one further term of 2 years;
- (b) under the amended Canadian City Council Contract, SenSen shall be entitled to receive the following fees for the installation and maintenance of fixed and mobile vehicle licence plates:
 - (i) Installation fee totally approximately CAD 1.3 million (approximately AUD1.3 million), which will be payable to SenSen in instalments in accordance with the achievement of pre-determined milestones; and
 - (ii) Recurring fees of approximately CAD290,000 (approximately AUD290,000) per annum for support services to be provided by SenSen which shall be payable in advance at the beginning of each successive year, after first anniversary of the Effective Date.

5. Applications

The Directors believe that the changes set out in this Second Supplementary Prospectus are not materially adverse from the point of view of an investor.

Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus.

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6. Directors' Authorisation

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Second Supplementary Prospectus is signed for and on behalf of the Company by Mr Wayne Mitchell.

A handwritten signature in black ink, appearing to read 'Wayne Mitchell', with a horizontal line underneath.

Mr Wayne Mitchell
Chairman

Dated: 25 September 2017

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