



30<sup>th</sup> May 2012

The Manager  
Company Announcements Office  
ASX Limited

**ENERJI LTD**  
**Notice under Section 708A(5)**

Enerji Ltd (**Company**) advises that on 30<sup>th</sup> May 2012, the Company issued 30,151,125 shares and 28,725,562 listed options with an exercise price of \$0.03 expiring 30 June 2015 to private investors. The securities were fully paid ordinary shares and were part of a class of securities quoted on ASX Limited. The issue of the shares and options are for the provision of corporate services. An Appendix 3B in relation to the issue is attached.

The Company gives this notice pursuant to Section 708A(5) of the Corporations Act.

The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act; and Section 674 of the Corporations Act.
- (b) There is no excluded information for the purposes of Sections 708A(7) and (8) of the Corporations Act.

Yours faithfully

A handwritten signature in dark ink, appearing to be "GR", written over a light blue horizontal line.

Geoffrey Reid  
Company Secretary

**About Enerji**

Enerji (ASX: ERJ) is an emerging green power utility specialising in the provision of 3rd Generation Opcon Powerbox waste heat conversion technology.

Enerji has the exclusive Australian sales and distribution rights to the proven Powerbox technology, which converts waste heat into green electricity, as well as options for Malaysia, Thailand, Singapore and Sub-Saharan Africa.

The Powerbox represents a significant commercial opportunity in Australia through application to industrial, mining and power generation operations.

Enerji plans to maximise this opportunity and generate shareholder returns through revenue from long term energy off-take agreements.



# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Enerji Limited

ABN

62 009 423 189

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                                                                           |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Ordinary Shares<br>Listed Options                                                         |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 30,151,125 Ordinary Shares<br>28,725,562 Listed Options                                   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Fully Paid Shares<br>Listed Options exercise price \$0.03, expiring 30 June 2015 |

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+ See chapter 19 for defined terms.

|   |                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                  |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| 4 | Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?                                                                                                                                                                                                                                                                   | All Fully Paid Shares issued will rank equally with existing Fully Paid Ordinary Shares on issue |
|   | <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> |                                                                                                  |
| 5 | Issue price or consideration                                                                                                                                                                                                                                                                                                                                                                                                    | 1.0 cents per Ordinary Share<br>0.03 cents per Option                                            |
| 6 | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)                                                                                                                                                                                                                                                                                                               | Provision of corporate services and engineering services                                         |
| 7 | Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates                                                                                                                                                                                                                                                                                                                              | 30 <sup>th</sup> May 2012                                                                        |

|    |                                                                                                             |                                         |                                                                             |
|----|-------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------|
| 8  | Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)     | Number                                  | +Class                                                                      |
|    |                                                                                                             | 989,799,243                             | Ordinary Shares                                                             |
|    |                                                                                                             | 64,737,499                              | Options exercisable at \$0.20 on or before 31 December 2016                 |
| 9  | Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 535,552,007                             | Options exercisable at \$0.03 on or before 30 June 2015                     |
|    |                                                                                                             | Number                                  | +Class                                                                      |
|    |                                                                                                             | 20                                      | Convertible Bonds Maturing 4 February 2016<br>Zero coupon rate<br>Unsecured |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)          | 25                                      | Convertible Bonds Maturing 22 March 2016<br>Zero coupon rate<br>Unsecured   |
|    |                                                                                                             | No dividend policy has been established |                                                                             |

## Part 2 - Bonus issue or pro rata issue

Items 11 to 33 not applicable

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
- 36 ☐ If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 ☐ A copy of any trust deed for the additional \*securities

Items 38 to 42 not applicable

### Quotation agreement

1 \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those \*securities should not be granted \*quotation.
- An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 30<sup>th</sup> May 2012  
(Director/Company secretary)

Print name: Geoffrey Reid

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