

ULTRA-CHARGE LIMITED

ACN 140 316 463

Cleansing Prospectus

This Prospectus contains an offer of up to 4,348 Shares at an issue price of \$0.023 per Share to raise up to \$100 (**Cleansing Offer**). The Cleansing Offer is included primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

Melbourne . Sydney . Brisbane . Cairns

www.holdingredlich.com

Table of contents

1.	CORPORATE DIRECTORY	1
2.	SUMMARY OF IMPORTANT DATES AND INFORMATION	1
2.1	Timetable*	1
2.2	Important Notes	1
2.3	Risk factors.....	1
2.4	Taxation implications.....	2
2.5	Forward-looking statements.....	2
3.	DETAILS OF THE OFFER	3
3.1	Cleansing Offer and Placement	3
3.2	Minimum subscription.....	3
3.3	Oversubscriptions	3
3.4	Applications	3
3.5	Payment by cheque/bank draft	4
3.6	Underwriting.....	4
3.7	ASX listing.....	4
3.8	Issue	4
3.9	Overseas shareholders.....	4
3.10	Enquiries	5
4.	PURPOSE AND EFFECT OF THE OFFER.....	1
4.1	Purpose of the Offer	1
4.2	Effect of the Offer	1
4.3	Pro-forma balance sheet.....	1
4.4	Effect on capital structure.....	3
4.5	Details of substantial holders.....	4
5.	RIGHTS AND LIABILITIES ATTACHING TO SHARES.....	4
5.1	General meetings.....	4
5.2	Voting rights.....	4
5.3	Dividend rights.....	4
5.4	Winding-up	5
5.5	Shareholder liability.....	5
5.6	Transfer of shares	5
5.7	Future increase in capital.....	5
5.8	Variation of rights	5
5.9	Alteration of constitution	6
6.	RISK FACTORS	7
6.1	Introduction	7
6.2	Company specific	7
6.3	General risks	9
6.4	Speculative investment.....	10
7.	ADDITIONAL INFORMATION	11
7.1	Litigation	11
7.2	Continuous disclosure obligations	11
7.3	Market price of shares.....	13
7.4	Interests of Directors	13
7.5	Interests of experts and advisers.....	15
7.6	Consents	15

7.7	Expenses of the Offer	16
7.8	Electronic prospectus.....	16
7.9	Financial forecasts	16
7.10	Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship.....	16
7.11	Privacy Act	17
8.	DIRECTORS' AUTHORISATION	17
9.	GLOSSARY.....	18

1. CORPORATE DIRECTORY

Directors Doron Nevo, <i>Chairman</i> Kobi Ben-Shabat, <i>Co-Founder & CEO</i> David Wheeler, <i>Director</i> Yuri Nehushtan, <i>Director</i> John Paitaridis, <i>Director</i>	Registered Office Ultracharge Limited Level 26, 140 St Georges Tce Perth WA 6000 Telephone: +61 (0) 3 9191 0135 Email: justyn@stedwell.com.au Website: http://www.ultra-charge.net/
Company Secretary Justyn Stedwell	Auditor BDO Audit (WA) Pty Ltd 38 Station Street Subiaco WA 6008
Share Registry* Automic Registry Services Pty Ltd Level 2, 267 St Georges Terrace West Perth WA 6005 Telephone: 1300 288 664	Solicitors to the Company Holding Redlich Lawyers Level 8, 555 Bourke St Melbourne VIC 3000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus

2. SUMMARY OF IMPORTANT DATES AND INFORMATION

2.1 Timetable*

Action	Date (AEST)
Lodgement of Cleansing Prospectus	4 June 2018
Lodgement of Appendix 3B with ASX	4 June 2018
Closing Date	4 June 2018
EGM notice sent to shareholders	22 June 2018
EGM	26 July 2018
Issue of Capital Raising Options – subject of EGM Appendix 3B	27 July 2018

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

2.2 Important Notes

This Prospectus is dated 4 June 2018 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future.

Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

2.4 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

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

2.5 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

3. DETAILS OF THE OFFER

3.1 Cleansing Offer and Placement

As announced on 28 May 2018, the Company has undertaken a placement to sophisticated and professional investors (**Placement**).

The Placement comprises one tranche of 108,695,652 Shares which were issued on 4 June 2018 without prior Shareholder approval under the Company's placement capacity provided by ASX Listing Rules 7.1 (33,635,489 Shares) and 7.1A (75,060,163 Shares) at a price of \$0.023 per Share.

Further details of the Placement are set out in the Company's ASX announcement entitled 'UTR raises \$2.5M through oversubscribed share placement', which is available on the Company's website www.ultra-charge.net or the Company's ASX announcements platform.

Armada Capital & Equities Pty Ltd ACN 121 843 025 (**Lead Manager**) acted on as lead manager for the Company with respect to the Placement. As part of the Lead Manager's mandate, the Company issued the Lead Manager with 10,000,000 Shares and agreed, subject to shareholder approval to issue the Lead Manager with 50,000,000 unlisted options, vesting immediately and exercisable at \$0.05 on or before 30 June 2020 at an issue price of \$0.00001 per option.

This Prospectus is issued for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date, including under the Placement.

Relevantly, 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
- (b) either:
 - (i) a prospectus is lodged with the 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 were issued; and

the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.2 Minimum subscription

There is no minimum subscription under the Offer.

3.3 Oversubscriptions

The Company will not accept oversubscriptions under the Offer.

3.4 Applications

Applications for Shares offered by this Prospectus may only be made on the Application Form attached to and forming part of this Prospectus. Please read the instructions on the Application Form carefully before completing it.

If you require assistance in completing an Application Form, please contact the Company's share registry on 1300 288 664 or the Company Secretary, Justyn Stedwell on +61 (0) 3 9191 0135.

3.5 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "ULTRA-CHARGE LIMITED" and crossed "Not Negotiable".

Your completed Application Form and cheque must reach the Company's share registry no later than 5:00pm (AEST) on the Closing Date.

3.6 Underwriting

The Offer is not underwritten.

3.7 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out in Section 2.1. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

3.8 Issue

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out in Section 2.1.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out in Section 2.1.

3.9 Overseas shareholders

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.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer are not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets

Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that applying for Shares under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3.10 Enquiries

Any questions concerning the Offer should be directed to Company Secretary, Justyn Stedwell on +61 (0) 3 9191 0135.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The Cleansing Offer is included primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus).

4.2 Effect of the Offer

The principal effect of the Offer, assuming the maximum number of Shares offered under this Prospectus are issued, will be to:

- (a) increase the cash reserves by up to \$100 (before deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 793,726,634 as at the date of this Prospectus to up to 793,730,982 Shares following completion of the Offer.

4.3 Pro-forma balance sheet

The unaudited balance sheet as at 31 April 2018 and the unaudited pro-forma balance sheet as at 4 June 2018 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming the maximum number of Shares offered under this Prospectus are issued and including expenses of the Offer.

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

	UNAUDITED 31 April 2018	Pro-Forma Adjustments	UNAUDITED PRO- FORMA 31 April 2018
CURRENT ASSETS			
Cash	1,543,317	2,010,220	3,553,537
Other current assets	254,265	-	254,265
TOTAL CURRENT ASSETS	1,797,583	2,010,220	3,807,803
NON-CURRENT ASSETS			
Intangible assets	5,084,500	956,667	6,041,167
Plant & Equipment	329,152	-	329,152
TOTAL NON-CURRENT ASSETS	5,413,652	956,667	6,370,319
TOTAL ASSETS	7,211,235	2,966,887	10,178,122

CURRENT LIABILITIES			
Trade and other payables	193,095	-	193,095
TOTAL CURRENT LIABILITIES	193,095	-	193,095
TOTAL LIABILITIES	193,095	-	193,095
NET ASSETS (LIABILITIES)	7,018,140	2,966,887	9,985,027
EQUITY			
Share capital contributed	13,334,052	2,966,887	16,300,939
Other reserves	3,528,141	-	3,528,141
Accumulated losses	(9,844,053)	-	(9,844,053)
TOTAL EQUITY	7,018,140	2,966,887	9,985,027

Notes

1. Ultracharge Limited presents its financial statements using its functional currency, being USD. The pro forma has been presented in AUD using an AUD\$1: USD\$0.75 foreign exchange rate.
2. Cash includes all funds held by the Company and its subsidiaries.
3. Cash on hand assumes the maximum number of Shares offered under this Prospectus are issued less the costs of the Offer as outlined in Section 7.7.
4. The Pro Forma has been adjusted to reflect the impact of the following proposed and actual transactions that have taken place subsequent to 30 April 2018:
 - a. The issue of 30,000,000 Shares issued for the acquisition of ETV Energy Limited at a deemed issue price of \$0.023;
 - b. The payment of USD\$200,000 for the acquisition of ETV Energy Limited;
 - c. The issue of 108,695,652 Shares at an issue price of \$0.023 to raise AUD2.5M;
 - d. The issue of 10,000,000 Shares, for nil consideration to the Lead Manager (or its nominees) of the Capital Raise, at a deemed issue price of \$0.023;
 - e. The issue of 50,000,000 unlisted options, vesting immediately and exercisable at \$0.05 on or before 30 June 2020 at an issue price of \$0.00001 to the Lead Manager (or its nominees) of the Capital Raise; and
 - f. Costs of \$205,975 payable by the company in relation to the Capital Raising.

4.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming the maximum number of Shares offered under this Prospectus are issued, is set out below.

Shares

Detail	Number
Shares currently on issue	793,726,634
Shares offered - Cleansing Offer	4,348
Shares issued in placement	108,695,652
Shares issued to Lead Manager	10,000,000
Total Shares on completion of the Offer	912,426,634

Options

	Number
Options currently on issue ¹	124,000,000
Total Options on completion of the Offer	124,000,000

Performance Rights

	Number
Performance Rights currently on issue ²	14,250,000
Total Performance Rights on completion of the Offer	14,250,000

1. Comprising:

- a. 20,000,000 options expiring 2/12/2019 @ \$0.05 escrowed 24 months from re-quotation
- b. 50,000,000 options expiring 2/12/2019 @ \$0.0625 escrowed 24 months from re-quotation
- c. 4,000,000 options expiring 05/04/2019 @ \$0.059

- d. 50,000,000 options expiring 30/06/2020 @ \$0.05
- 2. Comprising 14,250,000 performance rights escrowed 24 months from re-quotation as of 1 August 2012

4.5 Details of substantial holders

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

Holder name	Holding	%
Kobi Ben-Shabat	41,066,481	5.20

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

5.1 General meetings

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

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

5.2 Voting rights

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

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

5.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be

payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

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

5.4 Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

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

5.5 Shareholder liability

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

5.6 Transfer of shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

5.7 Future increase in capital

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

5.8 Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

5.9 Alteration of constitution

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

6. RISK FACTORS

6.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

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

6.2 Company specific

(a) Sufficiency of funding

The Company's capital requirements depend on numerous factors. The availability of equity funding is subject to market risk at the time and there is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, this could delay or suspend the Company's business strategy and could have material adverse effect on the Company's activities.

(b) Development and commercialisation of the UltraCharge technology

The success of the company depends on its ability to develop and commercialise the UltraCharge technology. A failure to successfully develop and commercialise the UltraCharge technology could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position.

The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavors of market research, promotion and sales and licencing campaigns. This is a risk that if the UltraCharge technology is not accepted by the market, the Company will not be able to commercialise its products, which could adversely impact the Company's operations.

(c) Competition and new technologies

The industry in which the Company is involved is subject to increasing global competition which is fast-paced and fast changing. While the Company undertakes all reasonable due diligence in its business decisions and operations, the Company has no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business.

The size and financial strength of some of the Company's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, the Company's ability to acquire additional technology interests could be adversely affected if it is unable to respond

effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(d) Licenced intellectual property

UltraCharge is licenced certain intellectual property for a fixed time. There is no guarantee that the licence agreement will not be terminated and as a result, other competitors may gain access to the intellectual property used by UltraCharge in developing UltraCharge technology. Breach of any licence agreements, or infringement of the licenced intellectual property to third parties, may have an adverse impact on UltraCharge's ability to develop its technology.

(e) Protection of intellectual property rights

UltraCharge intends to pursue intellectual property protection in the form of patents for newly developed technologies. However, if the Company fails to protect the intellectual property rights of UltraCharge adequately, competitors may gain access to its technology which may harm its business.

Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which UltraCharge technology may eventually be sold. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the Company may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity of its rights. Any litigation, whether or not it is successful could result in the significant expense to the Company and cause a distraction to management.

As UltraCharge licences its intellectual property from third parties, there is an additional risk that these third parties fail to keep the patents licenced to UltraCharge valid, resulting in competitors being entitled to apply for patents in the same area.

In addition, unauthorised use of the "UltraCharge" brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(f) Reliance on key personnel

There is a risk that, where there is a turnover of development staff who have knowledge of the technology and business, knowledge will be lost in the event that those staff resign or retire. This involves the risk that those staff will information in respect of UltraCharge's intellectual property

which has a commercial value to UltraCharge as well as an opportunity cost for replacement of those staff and subsequent training.

(g) Foreign exchange risk

UltraCharge expects to derive a majority of its revenue in US dollars. UltraCharge will also be required to pay fees in the currency for Israel (shekel). Accordingly, changes in the exchange rate between the US dollar and the Australian dollar or the Israeli shekel and the Australian dollar would be expected to have direct effect on the financial performance of UltraCharge.

6.3 General risks

(a) Economic

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(b) Risk of international operations generally

International sales and operations are subject to a number of risks, including:

- (i) potential difficulties in enforcing agreements (including joint venture agreements) and collecting receivables through foreign local systems;
- (ii) potential difficulties in protecting intellectual property;
- (iii) increases in costs for transportation and shipping; and
- (iv) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

(c) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(e) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

6.4 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
04/06/2018	Change of Registered Office
04/06/2018	Appendix 3B – Vesting of Performance Rights
31/05/2018	UTR completes acquisition of new cathode technology
31/05/2018	Appendix 3B
28/05/2018	Reinstatement to Official Quotation
28/05/2018	UTR raises \$2.5M through oversubscribed share placement
24/05/2018	Voluntary Suspension
23/05/2018	Purchase agreement to supply lithium-ion batteries
22/05/2018	Trading Halt
14/05/2018	Change of Company Secretary
30/04/2018	March 2018 Quarterly Report
17/04/2017	UltraCharge Increases Battery Production Capacity
06/04/2018	Expiry of Unlisted Options
14/03/2018	Investor Presentation
08/03/2018	LOI with Aeronautics Ltd to develop batteries for UAVs
01/03/2018	ASX Grants Waiver from Listing Rule 14.7
28/02/2018	Appendix 4D & Half-Year Financial Statements
05/02/2018	Appendix 3Y
31/01/2018	December 2017 Quarterly Report
16/01/2018	UTR enters into electrolyte partnership with Sinochem
10/01/2018	Appendix 3B-Vesting of Performance Rights
22/12/2017	Appendix 3B-Issue of Tranche 2 Placement Shares
22/12/2017	Results of Meeting
18/12/2017	Completion of Selective Reduction of Capital
06/12/2017	Change in substantial holding
06/12/2017	Appendix 3Ys x 4
06/17/2017	Appendix 3B - Vesting of Performance Rights
05/12/2017	Lapse of Performance Rights
28/11/2017	Results of Annual General Meeting & Special Meeting
22/11/2017	Notice of General Meeting/Proxy Form
22/11/2017	Ceasing to be a substantial holder
22/11/2017	DTZ: Joint Collaboration Agreement

Date	Description of Announcement
20/11/2017	UTR Acquires Electrolyte IP for Complete Battery Solution
14/11/2017	Change in substantial holding
14/11/2017	Ceasing to be a substantial holder x 2
13/11/2017	Appendix 3B-Issue of Tranche 1 Placement Shares
03/11/2017	Cleansing Prospectus
03/11/2017	UTR Completes Oversubscribed Capital Raising of AUD \$2.5m
01/11/2017	Trading Halt
31/10/2017	September 2017 Quarterly Report
27/10/2017	Notice of Special General Meeting/Proxy Form

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

The announcements are also available through the Company's website www.ultra-charge.net.

7.3 Market price of shares

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

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

	Price	Date
Highest	\$0.034	28 May 2018
Lowest	\$0.024	21 May 2018
Last	\$0.028	1 June 2018

7.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or

- (e) for services provided in connection with:
- (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

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

Director	Shares	Options	Performance Right
Doron Nevo,	4,687,000	-	1,250,000
Kobi Ben-Shabat	41,066,481	-	4,375,000
David Wheeler	2,070,000	2,000,000	-
Yuri Nehushtan	12,155,981	-	1,250,000
John Paitaridis	6,750,000	-	2,250,000

Remuneration

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

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

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

	2018			2017		
	Salary	Performance	Total	Salary	Performance	Total
Kobi Ben-Shabat	309,171	159,492	468,663	186,249	225,114	411,363
Doron Nevo	57,600	45,569	103,169	33,600	64,318	97,918
Yury Nehushtan	48,000	45,569	93,569	28,000	64,318	92,318
John Paitaridis	48,000	82,024	130,024	28,000	115,773	143,773
David Wheeler	48,000		48,000	48,000		48,000

7.5 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

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

7.6 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

7.7 Expenses of the Offer

The total expenses of the Offer (assuming full oversubscription) are estimated to be approximately \$17,238 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASX Fees	1,838
ASIC Fees	2,400
Legal Fees	5,000
Shareholder Meeting / Share Registry	2,000
Printing	6,000
Total	17,238

7.8 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company Secretary on + 61 419 797 305 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.ultra-charge.net.

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

7.9 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

The Company will not be issuing share or option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.11 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



.....
JUSTYN STEDWELL

Company Secretary

for and on behalf of ULTRA-CHARGE LIMITED

9. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Application Form means the Application Form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

Class Order means ASIC Class Order CO 09/425.

Cleansing Offer means the offer of up to 4,348 Shares at an issue price of \$0.023 per Share to raise up to \$100 under this Prospectus.

Closing Date means the date specified in the timetable set out in Section 2.1 (unless extended or closed early).

Company means ULTRA-CHARGE LIMITED ACN 140 316 463.

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

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

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

General Meeting means the meeting of Shareholders to be held on 26 July 2018.

Issue Date means the date specified in the timetable set out in Section 2.1 (unless the Closing Date is extended).

Offer means the Cleansing Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.