



18 August 2022

Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

BPH ENERGY LTD RAISING UP TO \$1.9 MILLION TO ACCELERATE FUNDING OF HYDROCARBON INVESTMENTS

HIGHLIGHTS

- **Binding commitments received to raise \$1.5 million through a strongly supported Placement at \$0.013 per share**
- **New sophisticated investors including high net worth, family office and dedicated resource funds confirmed as participants**
- **In addition to the Placement, BPH is launching one (1) for twenty five (25) Entitlement Offer to raise approximately \$400,000 at \$0.013 per share**
- **Placement and Entitlements Offer participants will receive a one (1) Attaching Option for every one (1) New Shares subscribed for under the Placement and Entitlements Issue, exercisable at \$0.03 per share, expiring 30 September 2024. The options will be listed subject to ASX requirements being met.**
- **Intention to grant a one (1) for eight (8) Loyalty Option to all eligible BPH shareholders on or around late September 2023, with the same exercise price and expiry date of the Attaching Options, and will be listed subject to ASX requirements being met.**
- **BPH funded to execute its next phase of Hydrogen investments and hydrocarbon funding**

BPH Energy Limited (ASX: BPH) (“BPH” or “Company”) is pleased to announce that it has received binding commitments to raise approximately \$1.5 million (before costs) (Placement). The Placement will comprise the issue of 115,384,615 new fully paid ordinary shares (Placement Shares) in the Company at an issue price of \$0.013 per share as follows:

The Placement will be undertaken pursuant to the Company’s existing placement capacity under ASX Listing Rule 7.1 and 7.1A. In addition to the Placement, the Company is launching a non-renounceable Entitlement Offer to raise approximately \$400,000 (before costs) through the issue of up to 30,769,230 million new shares (Entitlement Shares) at \$0.013 per New Share (Entitlement Offer).

Placement and Entitlements Issue participants will receive one (1) free Attaching Option for every one (1) New Shares subscribed for under the Placement and Entitlement Offer, exercisable at \$0.03

each with an expiry date of 30 September 2024 (Attaching Options). The Attaching Options will be subject to Shareholder Approval at the General Meeting and are expected to be granted on or around mid-September 2022, and will be listed subject to ASX requirements being met.

The Company also intends, subject to ASX approval of the timetable and the issue of a Prospectus in compliance with the Corporations Act, to undertake a loyalty option issue of one (1) option for every eight (8) shares held to all shareholders registered on a record date proposed to be on or around late September 2022) (Loyalty Options). The Loyalty Options will have the same exercise price and expiry date as the Attaching Options.

Everblu Capital Limited (Everblu) will act as the Lead Manager for the Placement and Entitlements Issue. Everblu will be paid a cash fee of 6% on funds raised by Everblu under the Placement and 1 Broker Option per 3 Placement Shares issued exercisable at \$0.03 per share, expiring 30 September 2024. The Broker Options are subject to shareholder approval and if approval is not granted then a cash equivalent will be payable.

Commenting on the Capital Raising, Executive Director Mr David Breeze said:

“We have received strong interest in the placement through Everblu and will see the introduction of several new sophisticated investors, including high net worth, family office and resource funds to our register.

The Company will launch an Entitlements Offer on the same terms to ensure our existing shareholders have the opportunity to invest alongside these sophisticated investors.

The funding allows BPH to accelerate the exploration programs to unlock the potential on both our hydrogen and gas projects especially following the recent gas crisis and focus on hydrogen.

We welcome the new shareholders and look forward to eligible shareholders supporting BPH as we continue our activities.

USE OF FUNDS

The proceeds raised under the Placement and Entitlement Offer provide BPH with a strong cash position to fund its hydrocarbon projects.

The intended use of funds will be for:

- \$0.90 million - Further Investment in Clean Hydrogen Technology
- \$0.68 million - Funding for exploration and development of oil and gas investments
- \$0.32 million - For working capital including costs of the offer

PLACEMENT DETAILS

The Placement and Entitlement Issue offer price of \$0.013 per share represents an 18.8% discount to BPH's closing price on Friday, 12 August 2022 of \$0.016 per share, a 23.7 % discount to the 5-day VWAP of \$0.01703 per share, and an 18.0% discount to the 15-day VWAP of \$0.015852 per share.

Settlement of the Placement is expected to be completed on 22 August 2022.

The Placement has been conducted pursuant to the Company's existing Placement capacity under ASX Listing Rules 7.1 and 7.1A. A total of 99,742,238 new shares will be issued under Listing Rule 7.1 and 15,642,377 under Listing Rule 7.1A.

Placement Shares will rank equally with existing fully paid ordinary shares, noting that they will be issued before the Record Date for the Entitlement Offer and will also carry an entitlement to participate in the Entitlement Offer.

ENTITLEMENT OFFER

The non-renounceable Entitlement Offer will be offered to existing shareholders on a pro-rata basis at an issue price of \$0.013 per share to raise up to \$400,000 (before costs).

The pricing and terms of the Entitlement Offer have been set so that shareholders can obtain new shares at the same price and terms as subscribers under the Placement. Entitlements may only be exercised by Eligible Shareholders being persons with a registered address on the Company's Share Register in Australia or New Zealand. The Entitlement Offer shares will be issued pursuant to a disclosure document issued under section 713 of the Corporations Act to be lodged with the ASIC on a date to be confirmed. Placement shares will be entitled to participate in the Entitlement Offer.

The proposed timetable for the Entitlement offer is as follows:

EVENT	DATE
Announcement of Offer	18/8/2022
Lodgement of Appendix 3B with ASX	18/8/2022
Lodgement of Prospectus with ASIC and ASX	26/8/2022
Ex Date	25/8/2022
Record Date for determining Entitlements	26/8/2022
Prospectus despatched to Shareholders and Company announces despatch has been completed	31/8/2022
Last day to extend Closing Date	6/9/2022
Closing Date*	9/9/2022
Securities quoted on a deferred settlement basis from market open	12/9/2022

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Securities are expected to commence trading on ASX may vary.

DIRECTOR AND MANAGEMENT PARTICIPATION

The BPH Board of Directors intend to take up their eligible entitlements under the Entitlement Offer.

LOYALTY OPTION ISSUE

In recognition of the continuing support received from our shareholder base, BPH wishes to advise that it is the Company's intention, subject to ASX approval of the timetable and subject to issue of a Prospectus in compliance with the Corporations Act, to also undertake a Loyalty Option issue to all Shareholders with a registered address for their shareholding in Australia or New Zealand (Eligible Shareholders). The Record Date for the Loyalty Option Issue is expected to be in late September 2022 (Loyalty Option Record Date). BPH will work with the legal and advisory teams to ensure this Loyalty Option offer is available to as many shareholders as possible and practical based on jurisdictional requirements outside of Australia and New Zealand.

For every eight (8) shares held on the Loyalty Option Record Date, Eligible Shareholders will be issued with one (1) Loyalty Option at a subscription price of \$0.0033.

The Loyalty Options will have the same exercise price (\$0.03) and expiry date as the Attaching Options. If exercised, each Loyalty Option will result in the allotment and issue of one (1) fully paid ordinary share in BPH.

BPH will seek quotation of the Loyalty Options on the ASX.

Participants in the Placement will be eligible for the offer of Loyalty Options if they hold shares on the relevant record date and holders of the Company's existing Unlisted Options (Existing Options) will be advised of the timetable for exercise of their securities in order to participate if they so wish. Holders of Existing Options will not be entitled to participate in the Loyalty Option issue in respect of the Existing Options that they hold, unless those Existing Options have been validly exercised (and resulting Shares are allotted and issued) before the Loyalty Option Record Date.

The proposed timetable for the Entitlement offer is as follows:

EVENT	DATE
Announcement of Offer	18/8/2022
Lodgement of Appendix 3B with ASX	18/8/2022
Lodgement of Prospectus with ASIC and ASX	28/9/2022
Ex Date	29/9/2022
Record Date for determining Entitlements	30/9/2022
Prospectus despatched to Shareholders and Company announces despatch has been completed	3/10/2022
Last day to extend Closing Date	7/10/2022
Closing Date*	12/10/2022
Securities quoted on a deferred settlement basis from market open	13/10/2022

A further announcement, including the timetable for the entitlement to and issue of the Loyalty Options will be provided by the Company on lodgement of the Prospectus.

David Breeze (Director) authorised the release of this announcement to the market.

David Breeze
Executive Director