

Form 604
Corporations Act 2001
Section 671B

Notice of change in interests of substantial holder

To Company Name/Scheme: Otto Energy Limited ("Otto")

ACN/ARSN 107 555 046

1. Details of substantial holder⁽¹⁾

Name Molton Holdings Limited ("Molton")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 31 March 2020.

The previous notice was given to the company on 1 May 2019.

The previous notice was dated 1 May 2019.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities ⁽⁴⁾	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
Ordinary Shares	305,859,697	12.43%	536,969,023	19.95%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
31 March 2020	Molton and persons noted in item 4 below	Acquisition of securities pursuant to the Placement Confirmation of Allocation Letter executed by Molton dated 25 March 2020 (Annexure A).	\$1,386,655.96	231,109,132 Ordinary Shares	231,109,132

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Nature of relevant interest ⁽⁹⁾	Class and number of securities	Person's votes
Molton	HSBC Custody (Nominees) Australia Limited	Molton	Beneficial interest in shares held by nominee	536,969,023 Ordinary Shares	536,969,023
Other holders of relevant interests in shares held by Molton as described in a previous notice from Molton dated 30 April 2009	As above	As above	Holder of controlling interest in Molton	536,969,023 Ordinary Shares	536,969,023

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have changed the nature of their association⁽³⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
All persons in item 4.	c/- Ramasco Place, Wickhams Cay 1, PO Box 3140, Road Town, Tortola British Virgin Islands.

Signature

Print name

ROBERT BUEE

Title

Directors

Sign here

Robert Buee

Date

APR 01 2020

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of

a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

(ASIC Form 604 – Otto Energy Limited ACN 107 555 046)

This is Annexure "A" of six pages referred to in Form 604 (Notice of change of interests of substantial holder) lodged by Molton Holdings Limited.

The annexed document is a true copy of the of the original Placement Confirmation of Allocation Letter between Molton Holdings Limited and Otto Energy Limited.

Signed by me and dated APR 1 2020



Name:

ROBERT BLEE

Title: Director

EUROZ

25 March 2020

STRICTLY PRIVATE & CONFIDENTIAL

Molton Holdings Ltd

Email: [REDACTED]

URGENT

**PLEASE RETURN CONFIRMATION ADVICE
(APPENDIX 2) TO:
CORPORATEACTIONS@EUROZ.COM OR BY FAX
TO +61 (0)8 9488 1458 BY
8:00AM (AEDT) THURSDAY, 26 MARCH 2020**

Dear Molton Holdings Ltd,

**OTTO ENERGY LIMITED
PLACEMENT OF A\$1.4 MILLION**

CONFIRMATION OF ALLOCATION

1. Master ECM Terms

We confirm Your irrevocable agreement to acquire Your Allocation (as defined below), upon the terms of this Confirmation and the Master ECM Terms dated 30 August 2019 ("Terms") available on the AFMA website at <http://www.afma.com.au/standards/documentation.html>.

You confirm (for the benefit of the Offeror, the Lead Manager, and each of their respective Affiliates) that You have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into this Confirmation, any selling restrictions in the Information Materials and that You understand Your settlement obligations. You confirm that by acquiring Your Allocation, You will be deemed to have represented, warranted and agreed as to the matters covered by the provisions of the Terms that apply and are incorporated by reference into this Confirmation, and as to any additional representation, warranty and agreement set out in this Confirmation.

Any capitalised term used but not defined in this Confirmation has the meaning given to it in the Terms.

All references to times and dates in this Confirmation are references to Australian Eastern Standard Time (AEDT).

2. Transaction Details

**Offeror (entity offering the
Securities for issue or sale):**

Otto Energy Limited (Otto or the Offeror)

Placement Structure:

Single Tranche Placement (Placement) of 231 million Securities to be issued to raise approximately A\$1.4 million pursuant to the Company's 15% placement capacity under Australian Securities Exchange (ASX) Listing Rules 7.1 and, or 7.1A.

Information Materials:	As specified in paragraphs (a) – (g) in the definition of "Information Materials" in section 2.1 of the Terms.
Securities:	New fully paid ordinary shares in the Offeror.
Price:	A\$0.006 per Security.
Ranking	Securities issued under the Placement will rank equally with existing Securities on issue in the Offeror as at the date of their issue.
Lead Manager:	Euroz Securities Limited (Euroz).
Underwriting	The Placement is underwritten via settlement support.
Settlement Date:	2:00pm (AEDT), Monday, 30 March 2020.
Settlement Agent:	Euroz Securities Limited.
Offering Jurisdictions:	Australia, New Zealand, Singapore, Hong Kong, the United Kingdom, Cambodia and the British Virgin Islands.
US Exemption:	Regulation S – Category 1 – including Eligible U.S. Fund Managers.

Note:

The offer and sale of the Securities have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the Securities may not be offered, sold, pledged or otherwise transferred without registration under the U.S. Securities Act (which You acknowledge none of the Issuer, the Offeror and the Lead Manager has any obligation to do or to procure) unless the Securities are offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any state or any other jurisdiction in the United States.

3. Your Allocation

You have been allocated the following Securities under the Placement on and subject to the Terms ("Your Allocation").

	Price (per Security)	Number of Securities	Application Monies
Total	A\$0.006	231,109,326	\$1,386,655.96

Unless the Lead Manager sends you a revised Confirmation Letter, this Confirmation Letter is the only form of confirmation You will receive in relation to Your Allocation of new Securities.

4. Acknowledgements

The General Acknowledgements apply, and the following Additional Acknowledgements apply:

(No disclosure document lodged with ASIC)

(On Sale of Securities)

(Purpose of Offer)

5. Warranties

The General Warranties apply, and the following Additional Warranties apply:

Nil

6. Undertakings

The General Undertakings apply, and the following Additional Undertakings apply:

Nil

In addition to the General Undertakings, You warrant that there is no agreement including an undertaking, arrangement or understanding, whether or not in writing, between You and the Offeror giving You a right or expectation to nominate or appoint a director to the board of the Offeror. For the avoidance of doubt, none of the directors on the board of the Offeror is Your nominee.

7. Foreign Jurisdiction Representations

The General Foreign Jurisdiction Representations apply and the following Additional Foreign Jurisdiction Representations apply:

(a) If You are located in the following foreign jurisdictions:

(Hong Kong)
(New Zealand)
(Singapore)
(United Kingdom)
(British Virgin Islands)

(b) If You are located in a jurisdiction other than the United States or an Eligible U.S. Fund Manager:
(Regulation S Offer – Category 1 – including Eligible U.S. Fund Managers)

(c) If you (or any person for whom you are acquiring the Securities) are in Cambodia, You (and any such person):

- (i) acknowledge that Your holding of the Offeror's existing shares (or any person for whom You are holding the existing shares) does not violate any applicable laws of Cambodia; and
- (ii) acknowledge that the offer of the Securities is subject to the restrictions (including selling restrictions) set out in the Information Materials.

8. Variation

The following other terms apply:

Nil

9. Timetable

The indicative Timetable for the Placement is set out in Appendix 1.

10. Confirmation of Allocation

You must complete and return by email or facsimile the attached signed Confirmation of Allocation (Appendix 2) by 8:00am (AEDT) Thursday, 26 March 2020 to Euroz Securities Limited (to the attention of the person and to the relevant email address or fax number indicated in this Confirmation):

Euroz Securities Limited
Attention: Scott Simpson
Facsimile: +61 8 9488 1458
Email: corporateactions@euroz.com.au

11. Settlement

You must settle your Firm Allocation of Shares directly with the Company on 2:00pm (AEDT) Monday, 30 March 2020 in accordance with the Payment Direction Deed between You, the Underwriter and the Company dated on or around 25 March 2020.



For the avoidance of doubt settlement with the Company can be to the CHESS account of Your nominee.

General queries on the Placement may be directed to Scott Simpson of Euroz Securities Limited (Phone: +61 8 9488 1437, Email: corporateactions@euroz.com.au). Settlement queries should be directed to Bindi Stickland (Phone: +61 8 9488 1439, Email: settlements@euroz.com).

Yours faithfully,

A handwritten signature in dark ink, appearing to read "Brian Beresford". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Euroz Securities Limited
Brian Beresford
Head of Corporate Finance

A handwritten signature in dark ink, appearing to read "Nick McGlew". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Euroz Securities Limited
Nick McGlew
Executive Director

Appendix 1 – Timetable

Summary of Key Dates	Date/Time
Confirmation letters due	8:00am (AEDT), Thursday, 26 March 2020
ASX announcement of the Placement	10:00am (AEDT), Thursday, 26 March 2020
Settlement Date	2:00pm (AEDT), Monday, 30 March 2020
Issue of Securities	Tuesday, 31 March 2020

The above timetable is indicative only and may change without notice to or consultation with You.
Note: times above are Australian Eastern Daylight Time (AEDT).

Appendix 2 – Confirmation of Allocation

Please sign and return this Confirmation of Allocation Form to Euroz by 8:00AM (AEDT) THURSDAY, 26 MARCH 2020

Reply to: Euroz Securities Limited,
Attention: Scott Simpson
Facsimile: +61 8 9488 1437 or
Email: corporateactions@euroz.com

PART 1 – DETAILS OF PLACEMENT

Entity: Otto Energy Limited
Description of Placement: Placement of new fully paid ordinary shares

PART 2 – DETAILS OF ALLOCATION:

Bidder Name: Molton Holdings Limited
Contact Name: [REDACTED]
Email: [REDACTED]

Placement Component	Number of Securities	Price	Total \$ Amount
TOTAL ALLOCATION	231,109,326	A\$0.006	\$1,386,655.96

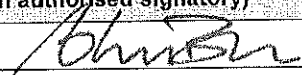
PART 3 – DECLARATION

We confirm (for the benefit of the Offeror and the Lead Manager and each of their respective Affiliates):

- our irrevocable agreement to acquire and pay the Price per Security for our Allocation upon the terms of the Confirmation and on the Master ECM Terms dated 30 August 2019 available on the AFMA website at <http://www.afma.com.au/standards/documentation.html> as the Master ECM Terms are applied by and incorporated by reference into the Confirmation ("Terms");
- we have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into the Confirmation and any selling restrictions in the Information Materials; and
- we understand our settlement obligations.

The Terms apply to this Confirmation of Allocation. Capitalised terms used but not defined in this document have the meaning given to them in the Terms.

EXECUTION (by an authorised signatory)

Signature:  Title: DIRECTOR
Name: ROBERT BLEE Date: MAR 25 2020

Form

of