

CLEANSING NOTICE

Section 708AA(2)(f) of the Corporations Act 2001 (Cth)

13 April 2017

On 13 April 2017 NuEnergy Gas Limited (ASX:NGY) (“**NGY**”) announced a renounceable pro-rata entitlement offer of one (1) new share for every two (2) shares held on a record date of 20 April 2017 to Eligible Shareholders of NGY at the issue price of \$0.035 (3.5 cents) per share, to raise approximately \$20 million before transaction costs (“**Entitlement Offer**”).

For the purposes of section 708AA(7) of the *Corporations Act 2001* (Cth) (**Act**), NGY advises:

- (a) The new shares will be issued without disclosure to investors under Part 6D.2 of the Act.
- (b) This notice is given under section 708AA(2)(f) of the Act.
- (c) As at the date of this notice, NGY has complied with:
 - (1) the provisions of Chapter 2M of the Act as they apply to NGY; and
 - (2) section 674 of the Act.
- (d) As at the date of this notice there is no information that has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules and which investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (1) the assets and liabilities, financial position and performance, profits and losses and prospects of NGY; and
 - (2) the rights and liabilities attaching to the new shares.
- (e) The potential effect of the Entitlement Offer on the control of NGY is as follows.
 - (1) If all eligible shareholders take up their entitlement for new shares, the Entitlement Offer will have no effect on the control of NGY.
 - (2) NGY’s two largest shareholders, Globaltec Energy Resources Sdn Bhd (“**GER**”) and New Century Energy Resources Limited (“**NCE**”), together hold 55.4% of the Company’s shares, have each notified the Company that they will be taking up their respective entitlements in full.

The table below shows the current voting power of GER and NCE in NGY. The table provides the range of voting power that NCE and GER may have in NGY after the Entitlement Offer on the basis that NCE and GER have each subscribed for their full entitlement under the Entitlement Offer. These ranges are based on the following scenarios:

- i) The Entitlement Offer is fully subscribed by all Eligible Shareholders, including GER and NCE (Scenario i)
- ii) GER and NCE take up their entitlements, and the Entitlement Offer is 50% subscribed by all other Eligible Shareholders (Scenario ii)
- iii) GER and NCE take up their entitlements, but the Entitlement Offer is 100% unsubscribed by all other Eligible Shareholders (Scenario iii)

Majority Shareholder	Voting power in NGY			
	Current	Scenario i	Scenario ii	Scenario iii
GER	27.7%	27.7%	29.9%	32.5%
NCE	27.7%	27.7%	29.9%	32.5%
Together	55.4%	55.4%	59.8%	65.0%

Signed for and on behalf of NuEnergy Gas Limited



Rozanna Lee
Company Secretary