SHARE PURCHASE PLAN OFFER BOOKLET

ABN14 054 800 378

The Offer closes at 5:00 pm (AEST) on Monday 20 October 2025 (unless extended before that time)

You should read this SPP Offer Booklet in full.

This is an important document offering Eligible Shareholders the opportunity to apply to purchase up to $30,000 worth of New Shares without paying brokerage or transaction costs.

Details of the offer and how to participate are set out in this Booklet. Applications for New Shares under the SPP must be received by 5.00pm (AEDT), 20 October 2025.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This Booklet is not for release or distribution in the United States or, except with the consent of Blue Energy, elsewhere outside of Australia and New Zealand.

KEY EVENTS AND DATES*

Event	Date
Record Date (for determining eligibility to participate in SPP Offer)	7.00pm AEST Thursday, 28 August 2025
Announcement of SPP Offer	Friday, 29 August 2025
Issue of Shares under Tranche 1 of the Placement, lodge Appendix 2A and Placement Cleansing Notice	Monday, 8 September 2025
SPP Offer Booklet lodged with ASX	Monday, 29 September 2025
SPP Offer Opening Date	Monday, 29 September 2025
SPP Offer Closing Date	Monday, 20 October 2025
Announcement of the number of New Shares to be issued under the SPP Offer and, if applicable, the outcome of any Scale-back	Friday, 24 October 2025
Issue of New Shares under the SPP Offer	Friday, 24 October 2025
Expected date for ASX to grant quotation of New Shares issued under SPP Offer	Monday, 27 October 2025
Despatch of transaction confirmations and, if applicable, a direct credit deposit or refund cheque	Friday, 31 October 2025

*the above timetable is indicative only and subject to change. Blue Energy reserves the right, in its discretion, to vary these dates subject to ASX Listing Rules and the Corporations Act 2001 by making an announcement to the ASX. All references to a time are to the time in Brisbane, Australia.

Disclaimers

This SPP Offer Booklet and the accompanying Application Form has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States. This SPP Offer Booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe or purchase and may not be distributed in the United States or any jurisdiction outside Australia or New Zealand except in accordance with the legal requirements applicable in such jurisdiction. No action has been or will be taken that would permit a public offering of the New Shares in any jurisdiction. Recipients of this SPP Offer Booklet should inform themselves of the restrictions that apply in their own jurisdiction.

The SPP Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer would be illegal. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or jurisdiction of the United States. Accordingly, the securities may not be offered or sold directly or indirectly in the United States unless they have been registered under the U.S. Securities Act (which Blue Energy has no obligation or intention to do or procure) or are offered and sold in a transaction exempt from, or not subject to, the registration of the U.S. Securities Act and any other applicable United States state securities laws. The New Shares securities offered under the SPP may not be offered or sold in the United States or to or for the account of benefit of any person in the United States.

Advice warning

The information in this SPP Offer Booklet is given in good faith and derived from sources believed to be accurate at this date but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by Blue Energy or its officers. This SPP Offer Booklet does not provide financial advice and is not a securities recommendation and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

In this SPP Offer Booklet, $ or A$ refers to Australian dollars.

CHAIRMAN'S LETTER

29 September 2025

Dear Shareholder,

1. Share Purchase Plan

On Thursday, 29 August 2025 Blue Energy Limited (**Blue Energy** or the **Company**) announced that it had received firm commitments for a placement of fully paid ordinary shares in the Company (**Shares**) at a price of $0.005 per Share to institutional and sophisticated investors to raise approximately $3.2million (**Placement**) .

The Placement comprises:

- the unconditional placement to raise a total of ~$1,388,230 through the issue of 277,646,039 New Shares utilising the Company's available placement capacity under ASX Listing Rules 7.1 ("**Tranche 1**"); and
- the conditional placement to raise a total of ~$1,811,770 through the issue of 362,353,961 New shares subject to shareholder approval under ASX Listing Rule 7.1 that will be sought at a General Meeting of the Company to be held on 14 October 2025 ("**Tranche 2**").

Settlement of Tranche 1 of the Placement occurred 5 September 2025 with the 277,646,039 Tranche 1 Placement Shares issued on 8 September 2025. The Placement Shares will rank equally with the Company's existing fully paid ordinary shares.

I John Ellice-Flint, Blue Energy's Chairman, have applied to participate in Tranche 2 of the Placement and have committed to investing $200,000 subject to shareholder approval that will be sought at the General Meeting of the Company to be held on 14 October 2025. Settlement of Tranche 2 of the Placement is expected to occur 5 to 7 days after the General Meeting is held provided the Resolutions seeking shareholder approval are successful.

On behalf of the Board of Directors of Blue Energy I am pleased to offer eligible Blue Energy shareholders an opportunity to participate in the Share Purchase Plan ("**SPP**") which was announced on 29 August 2025. The SPP allows eligible Blue Energy shareholders to purchase up to A$30,000 worth of new ordinary shares in Blue Energy ("**SPP Shares**") (subject to any scale back at Blue Energy's absolute discretion) without brokerage or transaction costs.

The SPP gives you the chance to increase your Blue Energy holding at a price of A$0.005 per share ("**Issue Price**"), which is the same price institutional and sophisticated investors were offered new shares under the Placement. The Issue Price represents a discount of 44.4 % to the closing price of BLU shares on 26 August 2025 (the day prior to the Company entering into trading halt pending the announcement of the Placement) and a discount of 43.1 % to the 10-day volume weighted average price (VWAP) as at that date.

All shareholders whose address in the share register of Blue Energy is in Australia and New Zealand (or such other jurisdictions as determined by Blue Energy) and who hold Blue Energy shares on the Record Date, being Thursday, 28 August 2025 at 7.00pm (AEST) are generally eligible to participate in the SPP (**Eligible Shareholders**).

Participation in the SPP is entirely voluntary. If you are an eligible Blue Energy shareholder and wish to participate in the SPP, you may apply for up to A$30,000 worth of SPP Shares at the Issue Price. You may apply to buy a parcel of SPP Shares valued at *A$2000; A$5,000; A$7,500; $10,000, $15,000, $20,000 or A$30,000,* at the issue price explained above and as explained in the accompanying Terms and Conditions. If you do not wish to participate, you may disregard this SPP Offer Booklet.

Full details of the SPP are set out in the attached Terms and Conditions and Application Form (which together with this letter constitute the ("**SPP Offer Booklet**"). I encourage you to read the SPP Offer Document carefully and in its entirety before making a decision on whether to participate in the SPP.
The SPP will not be underwritten. The directors of the Company who are Eligible Shareholders may participate under the Plan subject to the ASX Listing Rules.

ASX has granted the Company a waiver of Listing Rules 7.1 and 10.11 to the extent necessary to permit the Company to issue the Shares the subject of the SPP at an issue price lower than 80% of the five-day volume weighted average market price prior to the date of announcement of the Plan. This means that the Company can offer Eligible Shareholders Shares under the Plan at the same issue price as the Placement.

2. Purpose of the SPP and Use of Funds

As announced 29 August 2025 the purpose of the SPP and the Placement is to secure the funding to undertake preparations, planning and approvals for the drilling of a pilot well in Blue Energy's North Bowen Basin asset (ATP 814 – Sapphire Block) as well as progressing the North Bowen Basin multi-user large diameter pipeline connecting the undeveloped North Bowen gas province to the east coast gas grid via a large diameter multi user gas pipeline along with working capital, corporate costs and costs of the offer.

The net proceeds of the SPP are primarily intended to be used for purposes listed above.

The above items are a statement of current intentions as at the date of this SPP Offer Booklet. As with any budget, intervening events (including additional requirements arising from exploration and other activities) and new circumstances have the potential to affect the manner in which the funds are ultimately applied, which the Board reserves the right to do so.

3. Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX platform (ASX: BLU), or the Company's website at

https://blueenergy.com.au/announcements/

4. Scale back of SPP

The SPP aims to raise up to a maximum of $250,000. The Board may decide to accept applications (in whole or in part) that result in the SPP raising more or less than $250,000. For example, if the total value of applications for SPP Shares under the SPP is more than $250,000, Blue Energy may undertake a scale back or close the Offer early.

Blue Energy has the absolute discretion to scale back applications under the SPP on the basis, and to the extent that, it sees fit (including (but not limiting the Company's discretion) by taking into account the, among other factors, the number of eligible shareholders participating, the size of an eligible shareholders shareholding at the SPP record date or the number of New Shares applied for under the SPP). Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary.

Should this occur, you may be allocated SPP shares to a value which is less than the parcel for which you applied and the difference will be refunded to you. In a material scale-back you may receive very few SPP shares and possibly less than a marketable parcel of Blue Energy shares. Blue Energy will not be obligated to pay interest on the refunded amount as it is usually not cost effective to do so. Scale back decisions are made by the Board and are final.

If the Company rejects or scales-back an Application or purported application, the Company will promptly return to the shareholder the relevant Application monies, without interest.

While the offer under the SPP is intending to raise a maximum of A$250,000, the Company may however elect to accept additional subscriptions subject to shareholder demand and compliance with the ASX Listing Rules. In accordance with the ASX Listing Rules, the maximum number of Shares which can be issued under a share purchase plan is the amount equal to 30% of the Company's existing issued share capital.

5. Key Information on the SPP

- The SPP offer period opens on Monday, 29 September 2025 and closes at 5.00pm (AEDT) on Monday, 20 October 2025.
- Depending on the level of applications received, your application may be materially scaled back at the discretion of Blue Energy.
- The SPP offer is non-renounceable, which means that you cannot transfer your right to purchase SPP Shares under the SPP to anyone else.
- If you are an Eligible Shareholder, you may apply to acquire parcels of A$2,000, A$5,000, A$7,500, A$10,000, A$15,000, A$20,000, or A$30,000 worth of SPP Shares at the Issue Price.
- You may only apply for SPP Shares with a maximum total value of A$30,000. If you make applications for each of your registered holdings of Blue Energy shares, the total value of all the applications must not exceed A$30,000. Blue Energy reserves the right to decline (or scale back) applications where it believes this requirement has not been complied with or may elect to scale back applications to the maximum A$30,000 limit and refund the excess subscription monies (without interest).
- The Application Form includes a certification that the aggregate application money paid by you in any capacity (except as a Custodian) for the New Shares under your application and any other New Shares issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by Blue Energy in the 12 months before the date your application is received by Blue Energy, is not more than A$30,000.
- The Issue Price under the SPP of the SPP Shares will be A$0.005 per Share. This is the same issue price as the Shares issued to institutional and sophisticated investors under the Placement announced on 29 August 2025. The SPP Price represents a 43.1 % discount to the Company's 10 day volume weighted average price of Shares traded in the ordinary course on ASX prior to the close of trading on 26 August 2025.
- Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights and entitlements to dividends from the date of issue. Trading in the SPP Shares is expected to commence on Monday, 27 October 2025.
- No cooling-off regime applies in relation to BPAY or EFT payments made in respect of the SPP or, Applications or acquisitions of Shares under the SPP.

6. How to participate in SPP

Eligible Shareholders may apply for a parcel of SPP Shares valued at $2,000, $5,000, $7,500, $10,000, $15,000, $20,000 and $30,000 (in aggregate) (subject to scale-back by the Company in the event of oversubscription as described in section 4 of this letter). No brokerage or other transaction costs will apply to the acquisition of SPP Shares.

Eligible Shareholders who wish to apply for SPP Shares must either:

(a) For Australian Shareholders - make a payment via BPAY® prior to the Closing Date and in accordance with the instructions on the online Application Form, by visiting www.computersharecas.com.au/blusppoffer ; or

(b) For New Zealand Shareholders – if you are unable to pay via BPAY®, you can make a payment via EFT by visiting www.investorcentre.com/au to access your personalised Application Form and following the instructions to make payment prior to the Closing Date.

Instructions about how to make a payment by BPAY® (including your unique BPAY® reference number) can be found on your Application Form or obtained by applying online at

www.computersharecas.com.au/blusppoffer

You will need to provide your Securityholder Reference Number or Holder Identification Number and follow the instructions provided.

You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. If you are paying via BPAY® there is no need to return the Application Form, but you will be taken to have made the acknowledgements, representations, statements and certifications that are set out in the Application Form as well as in this Offer Document.

Eligible Shareholders with a registered address in New Zealand who cannot pay via BPAY® can pay by electronic funds transfer (EFT). Shareholders who pay via EFT are not required to complete an Application Form.

Please do not forward cash or cheques.

Applications and payments under the Offer may not be withdrawn once they have been received by the Company. If you do not provide the exact amount, the Company reserves the right to issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

Eligible Shareholders who receive more than one offer under the SPP Offer (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than $30,000.

7. Timing

Payment, together with the completed Application Form (unless you are eligible to pay by BPAY®) must be received by our share registry by 5.00pm (AEDT) on Monday, 20 October 2025 ("**Closing Date**").

Late Applications may be accepted or rejected in the absolute discretion of the Company. The Company also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

If you are paying by BPAY, then please check your daily transaction limit and the processing cut-off time for BPAY with your financial institution. For the sake of all applicants, Blue Energy will not hold up the allocation process because of late payments.

8. No financial product advice

Please note that this letter does not constitute financial product advice and does not take into account the investment objectives, financial situation, tax position or particular needs of individuals. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, accountant, taxation adviser, solicitor or other professional adviser before participating in the SPP.

9. Market price risk

You are advised to carefully read the Terms and Conditions of the SPP attached with this letter before making your investment decision. Shares are a speculative investment. In particular, you should note that the market price of Blue Energy Shares may rise or fall between the date of this offer and the date the SPP Shares are allotted to you under the SPP ("**Allotment Date**") and that the Issue Price you pay for the SPP Shares may exceed the market price of Blue Energy Shares on the Allotment Date.

While such change will not affect the Issue Price of the SPP Shares, it may have an effect on the value of those shares. If the market price of Blue Energy Shares falls, then the value of the SPP Shares (based on market price) will be less, and if the market price of the Blue Energy shares increases, then the value of the SPP Shares (based on market price) will be greater.

10. Questions

If you have any questions in relation to the SPP or how to complete the Application Form, please call or contact the Company Secretary at any time from 8.30am (AEDT) to 5.00pm (AEDT) Monday to Friday from Monday, 29 September 2025 on +61 73270 8800 or at info@blueenergy.com.au

On behalf of the Board, I thank you for your continued support as a Blue Energy shareholder.

John Ellice-Flint

Chairman
Blue Energy Limited

No offer to persons in the United States

The securities referred to in this document have not and will not be registered under the United States Securities Act of 1933 ("**Securities Act**"), as amended, and may not be offered or sold in the United States or to or for the account or benefit of US persons (as defined in the Regulation S under the Securities Act), in the absence of registration or an available exemption from registration. This document has been prepared for publication in Australia and New Zealand (or such other jurisdictions as determined by Blue Energy) only and may not be released elsewhere.

BLUE ENERGYLIMITED

SHARE PURCHASE PLAN

TERMS AND CONDITIONS

IMPORTANT NOTICES:

If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form with a cheque, bank draft or money order, you are accepting the risk that the market price of Blue Energy Shares may change between the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

If the total value of applications under the SPP is more than A$250,000, Blue Energy has the discretion to reduce the allotment of SPP Shares compared to the parcels applied for ("Scale back"). If there is a Scale back you may receive less than the parcel of shares you applied for and may receive less than a marketable parcel of shares. If your application is scaled back you may receive a refund but you will not be entitled to any interest on that refund.

1. Eligible Shareholders

(a) Subject to clauses 1(b) to 1(h) inclusive, all persons registered as holders of ordinary fully paid shares of Blue Energy Limited (collectively the **"Shares"**), at 7.00pm (AEST) on Thursday, 28 August 2025 (the **"Record Date"**), whose address in the share register of Blue Energy Limited (ABN14 054 800 378) (**"Blue Energy"**) is in Australia and New Zealand (or such other jurisdictions as determined by Blue Energy), may participate in the Share Purchase Plan (the **"SPP"**) (the **"Eligible Shareholders"**).

(b) Shareholders who hold Shares on behalf of persons who reside outside Australia and New Zealand (or such other jurisdictions as determined by Blue Energy) or who are "US persons" (as defined in Regulation S under the US Securities Act of 1933, as amended) (**"US Persons"**) or who act for the account or benefit of a US Person are not entitled to participate in the SPP.

(c) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 3(d) by one joint holder will be effective in respect of the other joint holder(s).

(d) If you wish to subscribe for SPP Shares as a Custodian (as defined in clause 4 of ASIC Corporation (Shares and Interest Purchase Plans) Instrument 2019/547) for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Contact the Registry on custodians@computershare.com.au to receive the Custodian Certificate. :

(e) For the purposes of ASIC CI 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

i. hold an Australian financial services licence covering the provision of a custodial or depository service;

ii. are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;

iii. hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;

iv. are a trustee of a self-managed superannuation fund or a superannuation master trust; or

v. are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

(f) If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

(g) Custodians must request a **"Custodian Certificate"** when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, a shareholder should call Computershare Investor Services Pty Limited ("**Share Registry**") at any time from 8.45am to 5.15pm (AEDT) Monday to Friday from Monday, 29 September 2025 on 1800 095 862.

(h) Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.

(i) A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC CI 2019/547 or any other law.

(j) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

(k) The Company reserves the right to reject any Application to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements. The Company reserves the right to reject Applications in accordance with these Terms and Conditions.

2. Applying for Shares

(a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of SPP Shares in the following increments with a value of either:

(i) A$2,000;

(ii) A$5,000;

(iii) A$7,500;

(iv) A$10,000;

(v) A$15,000;

(vi) A$20,000; or

(vii) A$30,000.

Applications must be for a minimum of $A2,000 and a maximum of $A30,000 worth of Shares.

(b) If you are an Eligible Shareholder and wish to participate in the SPP, you have two options.

Option 1: BPAY

Provided you are not a custodian (see clause 1(d) above under the heading "Eligible Shareholders"), you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. BPAY customers must use the unique customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY, you do not need to return your Application Form.

By using the BPAY facility to apply for New Shares, you represent that the total of the application price for the following does not exceed A$30,000:

(i) the SPP Shares you are applying for;

(ii) any other Shares you are applying for under this SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before this application;

(iii) any other Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and

(iv) any other Shares or interests in the class issued to a custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the custodian or another custodian, which resulted in you holding a beneficial interest in the Shares or interests.

Payment by BPAY may not be processed and may not be valid if it has not been received by 5.00pm (AEDT) on Monday, 20 October 2025 ("**Closing Date**"). If making payment by BPAY, please check your daily transaction limit and the processing cut-off time for BPAY with your financial institution.

If you make a payment by BPAY and Blue Energy receives an amount which is not equal to A$2,000, A$5,000, A$7,500, A$10,000; A$15,000; A$20,000 or A$30,000, Blue Energy will round down the value of SPP Shares which you are applying for to the next lowest parcel, or if Blue Energy receives less than A$2,000, reject your application, and refund any application monies which are not used to purchase SPP Shares, without interest, following allotment.

Option 2: Electronic Funds Transfer

Eligible Shareholders with a registered address in New Zealand who cannot pay via BPAY® or other Eligible Shareholders can pay by electronic funds transfer (EFT). Shareholders who pay via EFT are not required to complete an Application Form.

Blue Energy will not accept payment by cheque money order or cash.

(c) If you apply for SPP Shares under the SPP, you will apply for a certain value, rather than a certain number, of SPP Shares. Subject to clauses 2(d), 2(e) and 6, Blue Energy will divide the parcel value you select by the Issue Price (as determined under clause 4(a)) in order to determine the number of SPP Shares which you have applied for (rounded down to the nearest whole number of SPP Shares).

(d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold SPP Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for Shares but may not apply for Shares with an aggregate value of more than A$30,000.

(e) Blu Energy may accept or reject your application for SPP Shares at its absolute discretion. Blue Energy may reject your application in the following circumstances (among others):

(i) your Application Form is incorrectly completed, incomplete or otherwise determined by Blue Energy to be invalid;

(ii) you have applied for less than A$2,000 worth of Shares;

(iii) your cheque is dishonoured;

(iv) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the amount of SPP Shares you have selected to purchase;

(v) Blue Energy believes that you are applying either directly or indirectly (such as through a trust) to buy more than an aggregate of A$30,000 of SPP Shares;

(vi) Blue Energy believes that you and one or more registered holders of the same or similar name or address are applying to buy more than an aggregate of A$30,000 of SPP Shares;

(vii) your Application Form or BPAY payment is received after the Closing Date or is otherwise incomplete or invalid. Late payments will be refunded (without interest);

(viii) Blue Energy believes that your participation in the SPP would be in breach of ASIC CI 2019/547 or any other law;

(ix) Blue Energy believes that your application is completed by a person within, or a person acting for the account or benefit of a person within, another jurisdiction where, in the reasonable opinion of the Board, it would be unlawful or impractical for Blue Energy to issue the SPP Shares;

(x) if you are a custodian, Blue Energy is not satisfied with your Custodian Certificate for any reason;

(xi) Blue Energy believes you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements); or

(xii) your name is not recorded on the register of members of Blue Energy on the Record Date. For example, applications by people claiming an interest through a registered holder of Shares will not be accepted if the registered holder of Shares is not noted on the register of members as holding the Shares on account of another person.

3. Effect of Making an Application

If you submit a BPAY payment or complete and return an Application Form:

(a) you acknowledge that you are an Eligible Shareholder;

(b) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;

(c) you acknowledge your application is irrevocable and unconditional;

(d) you certify that the total of the application price for the following does not exceed A$30,000:

  (i) the SPP Shares the subject of your application;

  (ii) any other SPP Shares or any similar arrangement in the 12 months before the date of your application;

  (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP; and

  (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application for SPP Shares as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares,

  even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

(e) you confirm that you are lawfully permitted to accept the offer under the SPP and participate in the SPP in accordance with these Terms and Conditions;

(f) if you are a custodian and are applying for SPP Shares with a total application price exceeding A$30,000, you agree to certify to us in writing the matters required by ASIC CI 2019/547 condition 8, in accordance with the Custodian Certificate, a copy of which can be obtained from the Share Registry;

(g) you agree that your application is only effective when received by us and not when posted;

(h) you agree that if there is a rounding down of the number of SPP Shares and no Scale back, any remaining balance of your payment after your allotment will form part of the assets of Blue Energy and will not be refunded;

(i) you authorise Blue Energy to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail;

(j) you acknowledge that Blue Energy may determine (in its absolute discretion) that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;

(k) you accept the risk associated with any refund that may be dispatched to you to your address or nominated bank account as shown on Blue Energy 's register;

(l) you are responsible for any dishonour fees or other costs Blue Energy may incur in presenting a cheque for payment which is dishonoured;

(m) you acknowledge that no interest will be paid on any application monies held pending the allotment of the SPP Shares or subsequently returned to you for any reason;

(n) you acknowledge that you have not been provided with investment advice or financial product advice by Blue Energy or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to purchase SPP Shares;

(o) you acknowledge that the SPP Shares have not, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdiction outside Australia and New Zealand and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and

(p) you agree not to send any materials relating to the SPP to any person in the United States or that is or is acting for the account or benefit of a US Person;

(q) you acknowledge that the market price of Blue Energy Shares may rise or fall between the date of this offer and the date the SPP Shares are allotted to you under the SPP (the **"Allotment Date"**) and that the Issue Price you pay for the SPP Shares may exceed the market price of Blue Energy Shares on the Allotment Date; and

(r) you agree that Blue Energy is not liable for any exercise of its discretions referred to in these Terms and Conditions.

4. Issue Price of Shares under the SPP

(a) The issue price per SPP Share (“**Issue Price**”) on offer under the SPP will be A$0.005 per SPP Share, which was the same price institutional and professional investors were offered new Shares under the Placement announced Friday, 29 August 2025. The Issue Price represents a discount of 44.4 % to the closing price of BLU shares on 26 August 2025 (the day prior to the Company entering into trading halt pending the announcement of the Placement) and a discount of 43.1 % to the 10-day VWAP as at that date.

(b) The future market price of the Shares is uncertain and there is a risk that the market price of the Shares may rise or fall between the date of the Offer and the date when the Shares are issued to applicants under the SPP. Accordingly, the issue price you pay for Shares under the SPP may either be higher or lower than market price of the Shares trading on the ASX at the time the Shares are issued to you under the Plan.

(c) The current Share price can be obtained from the ASX website (www.asx.com.au) by entering the share code “BLU”.

(d) You agree to pay the Issue Price per Share for the number of SPP Shares calculated under clause 2(b) or, if there is a Scale back (see clause 6), the number of Shares calculated under clause 6.

5. The SPP Shares

(a) SPP Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

(b) Blue Energy will apply for new Shares issued under the SPP to be quoted on the ASX as soon as reasonably practicable after the Closing Date and in any event no more than 5 Business Days after the Closing Date. .

(c) The number of SPP Shares you will receive will be determined by:

(i) if there is no Scale back (see clause 6) applied to your allotment, dividing the amount you agree to contribute for SPP Shares by the Issue Price; or

(ii) if there is a Scale back (see clause 6) applied to your allotment, dividing the amount you are taken to have contributed by the Issue Price.

(d) If the calculation in clause 5(c) above produces a fractional number, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares and:

(i) if there is no Scale back (see clause 6) applied to your allotment, any residual balance will form part of the assets of Blue Energy. You will not receive a refund of this amount, which will always be less than the price of one SPP Share; or

(ii) if there is a Scale back (see clause 6) applied to your allotment, the residual balance from rounding down will be added to the refund you receive from the Scale back.

6. Scale back

(a) If the total value of applications for SPP Shares under the SPP is more than A$250,000, Blue Energy may, in its discretion, undertake a Scale back to the extent and in the manner that it sees fit. A **"Scale back"** is a reduction in the allotments of SPP Shares (compared to parcels applied for) that Blue Energy will issue if it receives applications under the SPP for more SPP Shares than it wishes to issue.

(b) If there is a Scale back you may receive less than or none at all of the parcel of SPP Shares for which you have applied. In applying its discretion Blue Energy may take into account amongst other matters, the size of your application and the number of shares you held at the Record Date. If a Scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allocated will be rounded down to the nearest whole number of SPP Shares.

(c) In the event of a Scale back the difference between the application monies received, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you by cheque as soon as practicable, without interest.

7. Costs of Participation

Blue Energy will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, Shares under the SPP.

8. Timetable

(a) Subject to clause 8(b):

(i) (**Record Date**) the offer is made to all persons registered as holders of Shares, on Thursday, 29 August 2025 at 7.00pm (AEST) whose address in the share register of Blue Energy is in Australia and New Zealand (or such other jurisdictions as determined by Blue Energy);

(ii) (**Opening Date**) the offer opens on Monday, 29 September 2025;

(iii) (**Closing Date**) the offer closes at 5.00pm (AEDT) on Monday, 20 October 2025 (or such other date that Blue Energy may determine in its absolute discretion);

(iv) (**Scale back announcement**) any Scale back will be announced to the ASX on Friday, 24 October 2025;

(v) (**Allotment Date**) Blue Energy proposes to allot the Shares on Friday, 24 October 2025;

(vi) (**Trading Date**) Blue Energy expects trading on ASX of new Shares issued under the SPP to commence on Monday, 27 October 2025; and

(vii) (**Despatch Date**) the date on which transaction confirmations are sent to shareholders and if applicable, a refund cheque is dispatched as a result of any Scale back being applied to your allotment is expected to be Friday, 31 October 2025.

(b) Blue Energy may vary any of the above dates in clause 8(a) at its absolute discretion (even if the offer has been opened, or BPAY or Application Forms have been received) by lodging a revised timetable with ASX.

9. Dispute Resolution

Blue Energy may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP and the decision of Blue Energy will be conclusive and binding on all participants and other persons to whom the determination relates. Blue Energy reserves the right to waive strict compliance with any provision of these terms and conditions or withdraw the offer at any time up to the Allotment Date. The powers of Blue Energy under these terms and conditions may be exercised by the Directors or any delegate of the Directors.

10. No Underwriting

The SPP will not be underwritten.

11. Governing Law

These Terms and Conditions are governed by the laws in force in Queensland. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of Queensland. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in Queensland. Other terms and conditions, rights and obligations of New Shares are contained in the constitution of Blue Energy. The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

12. Other terms and conditions

Shareholders will be bound by the constitution of Blue Energy and these Terms and Conditions by accepting the offer to acquire SPP Shares under the SPP.

13. ASIC Class Order 2019/547

This offer of Shares under the SPP is made in accordance with Instrument 2019/547 which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

14. Notice to New Zealand shareholders

(a) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Blue Energy with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offer) Exemption Notice 2016 (New Zealand).

(b) This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

15. No offer outside approved jurisdictions

(a) If you apply to participate in the SPP, you acknowledge and agree that:

  (i) the SPP Shares have not, and will not be, registered under the US Securities Act of 1933, as amended, or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia, and New Zealand (or such other jurisdictions as determined by Blue Energy);

  (ii) the SPP Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;

  (iii) you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a US Person (as defined in Regulation S under the US Securities Act) ("**US Person**");

  (iv) you must not submit an Application Form or make payment by BPAY for any person resident in the United States or elsewhere outside Australia and New Zealand (or such other jurisdictions as determined by Blue Energy) or who is, or is acting for the account or benefit of, a US Person; and

  (v) if you do not comply with these restrictions, it may result in violations of applicable securities laws.

(b) The SPP does not constitute an offer of SPP Shares for sale in any other jurisdiction in which such an offer would be illegal.

Before you apply for shares under the SPP, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives). Blue Energy and its officers make no recommendation about whether or not you should apply for SPP Shares under the SPP, and nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.