

GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED

ACN/ARBN: 154 895 539

Incorporated in Victoria on 21/12/2011 under the Corporations Act 2001 (Cth)

Registered Address:

Level 1, 429 Toorak Road, Toorak, VIC 3142

Certificate Number: 634

Share Certificate

This is to certify that

DAVID JAMES MACDONALD & SANDRA JOY MACDONALD <A/C D & S SUPERANNUATION FUND>

UNIT 6, 6 MCDUGALL STREET, BARGARA, QLD 4670

Is the registered holder of

No of Shares

80000

Share type

ORD - ORDINARY

In the above named company subject to the Constitution

Signed in accordance with the Constitution of the company on 28/06/2019

80,000	28/06/19	\$20,000.00
80,000	13/08/19	\$20,000.00
40,000	26/04/21	\$12,800.00
50,000	23/07/21	\$16,000.00
100,000	01/07/22	\$24,000.00

350,000 shares in total

x 0.10 as per application 19/07/23 (P15)

✓ \$35,000 MV at 30/06/23

COPY



TREVOR BAYLEY
Director



CRAIG JOSEPH DUNN
Director

GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED

ACN/ARBN: 154 895 539

Incorporated in Victoria on 21/12/2011 under the Corporations Act 2001 (Cth)

Registered Address:

Certificate Number: 635

Level 1, 429 Toorak Road, Toorak, VIC 3142

Share Certificate

This is to certify that

**DAVID JAMES MACDONALD & SANDRA JOY MACDONALD <A/C SANDRA MACDONALD
SUPERANNUATION FUND>**

UNIT 6, 6 MCDOUGALL STREET, BARGARA, QLD 4670

Originally held by Sandra MacDonald Superfund
but transferred to D & S MacDonald Superfund
as part of the closure of Sandras fund
on 13/08/19

Is the registered holder of

No of Shares **80000**

Share type **ORD - ORDINARY**

In the above named company subject to the Constitution

Signed in accordance with the Constitution of the company on 28/06/2019

COPY



TREVOR BAYLEY
Director



CRAIG JOSEPH DUNN
Director

GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED

ACN/ARBN: 154 895 539

Incorporated in Victoria on 21/12/2011 under the Corporations Act 2001 (Cth)

Registered Address:

Certificate Number: 734

Level 1, 10-12 York Street, South Melbourne, VIC 3205

Share Certificate

This is to certify that

DAVID JAMES MACDONALD, SANDRA JOY MACDONALD <A/C D & S SUPERANNUATION FUND>
UNIT 6, 6 MCDUGALL STREET, BARGARA, QLD 4670

Is the registered holder of

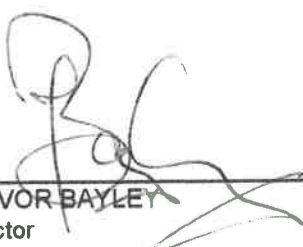
No of Shares **40000**

Share type **ORD - ORDINARY**

In the above named company subject to the Constitution

Signed in accordance with the Constitution of the company on 26/04/2021

COPY



TREVOR BAYLEY
Director



CRAIG JOSEPH DUNN
Director

Green Distillation Technologies Corporation Limited

ACN/ARBN: 154 895 539

Incorporated in Victoria on 21/12/2011 under the Corporations Act 2001 (Cth)

Registered Address:

Certificate Number: **764**

Level 1, 10-12 York Street, South Melbourne, VIC 3205

Share Certificate

This is to certify that

DAVID JAMES MACDONALD & SANDRA JOY MACDONALD <A/C D & S SUPERANNUATION FUND>

16 Marland Court, AVOCA, QLD 4670

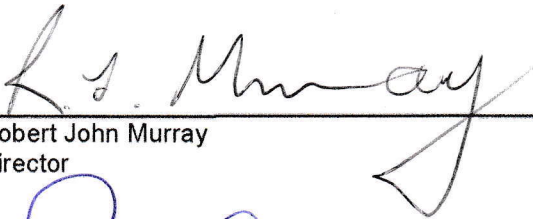
Is the registered holder of

No of Shares **50,000**

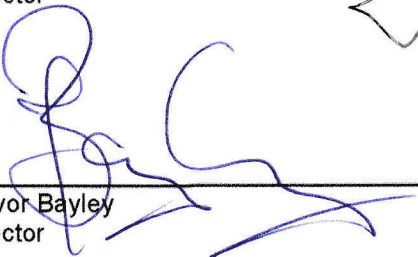
Share type **ORD - ORDINARY**

In the above named company subject to the Constitution

Signed in accordance with the Constitution of the company on 30/06/2022



Robert John Murray
Director



Trevor Bayley
Director

30/06/2022

The Secretary
Green Distillation Technologies Corporation Limited

Level 1, 10-12 York Street, South Melbourne, VIC 3205

Dear Sir/ Madam,

NOTICE OF BENEFICIAL OWNERSHIP

I hereby give notice that I hold shares on behalf of the person described as the beneficial owner:

Member	DAVID JAMES MACDONALD & SANDRA JOY MACDONALD
Address	16 Marland Court, AVOCA, QLD 4670
Beneficial Owner	D & S SUPERANNUATION FUND
Address	16 Marland Court, AVOCA, QLD 4670
Date	30/06/2022
Share Acquired	50,000
Security	ORD - ORDINARY
Certificate No	764

Yours faithfully,


DAVID JAMES MACDONALD & SANDRA JOY MACDONALD

Application Form for Shares

The Directors
Green Distillation Technologies Corporation Limited
Building 1,
658 Church Street.
Richmond Victoria 3121

Dear Directors,

Application for Shares

Amount: \$16,000
Number of \$0.32 shares 50,000
David James MacDonald & Sandra Joy MacDonald <A/C D & S Superannuation Fund> apply for 50,000 Ordinary Shares in Green Distillation Technologies Corporation Limited ABN 44 154 895 539 (GDTC) to the value of the amount tendered.

Subscriber authorises GDTC to record its name in the register of shareholders in respect of those Shares.

Receipt for the bank transfer of the full amount of \$ 16,000 is attached.

Yours Faithfully,



Date 23/07/2021

E: mail davidmac142@bigpond.com

(Inclusion of your e:mail address will be taken as an acknowledgment of preferred method of shareholder communication)

BANK: COMMONWEALTH BANK AUSTRALIA LIMITED
ADDRESS: 521 Toorak Road Toorak Victoria 3142 AUSTRALIA
BIC/SWIFT: CTBAAU2S
A/C NAME: GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED
BSB: 063177
ACCOUNT: 10228662

Re: Receipt



Rob Murray <rob.murray@gdtc6.com>
To: David MacDonald

Dear David

This is to confirm that as at 23rd July 2021 50,000 shares in GDT Corp were issued in the name of David James MacDonald & Sandra Joy MacDonald <A/C D & S Superannuation Fund >

The \$16,000 tendered was banked by GDTC on the 23rd July 2021.

Kind regards,

ROB MURRAY
CFO

+61 3 9826 2335
+61 408 902 620
rob.murray@gdtc6.com

GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED
*PO Box 4075
Richmond, Victoria, 3121 Australia*

*Building 1, 658 Church Street
Cremorne, Victoria, 3121 | Australia*

www.gdtc6.com
www.facebook.com/Green-Distillation-Technologies



GREEN DISTILLATION TECHNOLOGIES CORPORATION LTD

Priority Offer – Existing shareholders

Shareholder Name if different to below

Application Form

You should obtain independent professional investment advice before completing this General Offer Application Form. For items A to H, refer to the Guide to Completing the Application Form. Please use BLOCK LETTERS.

A. Number of Shares

B. Total Application Amount

•	100,000	Insert	•	\$24,000
•			•	x \$0.24 per share Value as at 30/06/22 based on application.

C. Complete Full Name Details

• David James MacDonald & Sandra Joy MacDonald <A/C D & S Superannuation fund>		
Applicant 1	Applicant 2 (if applicable)	Applicant 3 (if applicable)

D. Enter Tax File Number ("TFN") and HIN

I / We authorise Green Distillation Technologies Corporation Ltd to apply this TFN:		
99 058 910	ABN 27 611 674 805	HIN 0013222703

E. Address

• Your Complete Address		
16 Marland Court		
AVOCA	QLD	
4670:	Country:	

F. Contact Details

davidmac142@bigpond.com	Mobile:	Fax:
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G. Declaration

I/We declare that this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of **Green Distillation Technologies Corporation Ltd**. Returning the Application Form with your cheque for the Application Monies will constitute your offer to subscribe for the number of shares in **Green Distillation Technologies Corporation Ltd** set out in Box A above. If this form is signed under a Power of Attorney (PoA), the donor of the Power declares that he/she has no notice of the revocation of the PoA.

The Applicant/s further confirm to **Green Distillation Technologies Corporation Ltd** that I/we have previous experience in investing in financial products that enables me/us to make my/our own assessment of the merits of an investment **Green Distillation Technologies Corporation Ltd**, and the risks associated with such an investment. I/we further confirm that **Green Distillation Technologies Corporation Ltd** set has not provided me/us with any document that would be required to be given to me/us in accordance with the Corporations Act 2001 (Cth) (Act) if the investment by me/us in shares of **Green Distillation Technologies Corporation Ltd** was being made by me/us as a retail client in accordance with the Act, and that the application for shares by me/us is being made in accordance with section 708(B) of the Act as a Sophisticated Investor. "In connection with our purchase of New Shares, we hereby accept, warrant and agree for the benefit of the Company and its related bodies corporate the various representations, indemnity, warranties and agreements contained in the Offer Document."

H. Execution

• SIGNED, SEALED AND DELIVERED by the Applicants. Joint holders: All must sign. Companies: Two directors or a director and secretary must sign, clearly stating their title. Companies with sole director and secretary: Sole director must sign stating that he or she is the sole director and secretary of the Company		
Applicant 1	Applicant 2 (if applicable)	Applicant 3 (if applicable)
Signature <i>D.J. MacDonald</i>	Signature <i>S.J. MacDonald</i>	Signature
Print Name DAVID MACDONALD	Print Name SANDY MACDONALD	Print Name
DIRECTOR	DIRECTOR	

Payment submitted



Paid \$16,000.00 to James M Keogh Solicitors Trust 033-364 8321 08

Receipt no N231025918185

From CDIA 064-000 1132 1654

Description on your statement GDT Share offer

Description on recipient's statement GDT offer MacDonal

On Thu 10 Mar 2022 at 12:39 PM (Syd/Melb)

Payment submitted



Paid \$8,000.00 to James M Keogh Solicitors Trust 033-364 8321 08

Receipt no N231129851671

From CDIA 064-000 1132 1654

Description on your statement GDT Share offer

Description on recipient's statement GDT offer Macdonal

On Fri 11 Mar 2022 at 09:41 AM (Syd/Melb)



Rob Murray <rob.murray@gdtc6.com>

To: David MacDonald

 You replied to this message on 23/06/2022 10:32 AM.

Hi David

Apologies for the error.

This e:mail is to confirm that the following investments are currently held in the Trust Fund Account of our Lawyer Jim Keogh :

100,000 units at 24c each originally held in solicitor trust account but this has since been released.

\$24,000 in the name of
David James MacDonald & Sandra Joy MacDonald
<A/C D & S Superannuation Fund> and
\$2,400 in the account <A/C The Leslie Children's Trust>.

Kind regards,

ROB MURRAY

CFO

+61 3 9826 2335

+61 408 902 620

rob.murray@gdtc6.com

GREEN DISTILLATION TECHNOLOGIES CORPORATION LIMITED

PO Box 4075

Richmond, Victoria, 3121 Australia

Building 1, 658 Church Street

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www.gdtc6.com

www.facebook.com/Green-Distillation-Technologies





Green Distillation
Technologies
Corporation Limited

ABN: 44 154 895 539

Suite 7, Level 1,
115 Bridge Rd.,
Richmond, Victoria
3121
AUSTRALIA

Ph +61 3 9826 2335

www.gdtc6.com
info@gdtc6.com

June 30th 2023

Dear Shareholders,

As advised, the Directors met last night to discuss the liquidity position of the Company.

Over the last week or so, we have been contacted by several shareholders who were not on the 15th June conference call offering financial assistance.

To recap, we have three companies interested in an equity investment in GDTC and doing their due diligence on us.

- A very large private Indian company based in Singapore contemplating a 20% stake.
- A Sheik backed company considering equity in GDTC in return for a plant to be built in Oman.
- A significant Australian recycling company wanting a GDTC plant to be built at their existing facility in Melbourne.

Work is being done on sourcing a listed shell company that could be used for GDTC to enter the listed space.

Separately, we were approached two days ago about our interest in a reverse takeover of an ASX listed mining company. Another option towards a GDTC listing.

In addition, discussions are underway with a major Bank and a private investor about a \$10mill loan facility.

None of the GDTC team want to close the business if there is the slightest chance we can find a party with sufficient funding to get Warren to 50% capacity.

Attempting an IPO is not seen as a realistic option right now. This would take at least 4 months, cost \$500-\$600k and we have been advised it is unlikely to succeed given that Warren is still only a one module operation.

To ensure we do not miss that one opportunity for the Company to succeed, we are seeking at least \$300k to provide the time to finalise discussions with the parties mentioned above.

In recognition of the importance to raise cash at all costs, the share price has been reduced to 10 cents per share. This is within the value range around which Brokers advised we would need to be for an IPO.

If you are willing to participate in this last attempt to keep GDTC operating, could you please transfer your contribution into the Trust account (details below) as soon as possible, but no later than Friday 14th July. Should we not succeed in raising the \$300k, then all monies will be refunded.

In parallel, discussions have taken place with a Voluntary Administrator who is briefed on our current situation. If we are not successful on the 14th July, then control of the Company will be placed in his hands.

Shareholders should see any contribution as having some risk. There is no guarantee that the opportunities above will come to fruition.

But we see the substantially reduced share price as an encouragement to persist with the GDTC vision, rather than to close the business now.

Please give this last request serious consideration. It would take just 20% of our shareholders each contributing \$5000 for our target to be met.

As a major shareholder myself, I will be contributing no less than my proportional share to achieve our goal.

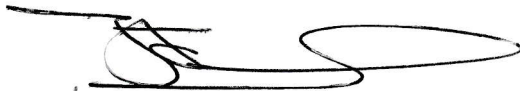
The Trust account details for contributions are as follows :

Name : James Keogh Solicitors Trust Fund

BSB : 033 364

Account: 832108

Yours Sincerely

A handwritten signature in black ink, appearing to read 'John Fletcher', with a large, stylized flourish extending to the right.

John Fletcher- Chair

Green Distillation Technologies Corporation Ltd (ACN 154 895 539)



Offer Document

Confidential

19th July, 2023

Green Distillation Technologies Corporation Ltd (ACN 154 895 539)
Level 1, 115 Bridge Road
Richmond, Victoria, 3121

This Offer Document is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the New Shares offered by this Offer Document.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS

In order for you to be eligible to receive this, you must:

- be an Australian or New Zealand resident shareholder with a registered address in Australia and New Zealand or in a jurisdiction in which they can legally accept this offer and :
- qualify under:
 - section 708(8) of the Act as a *sophisticated investor*;
 - section 708(11) of the Act as a *professional investor*; or
 - section 708(12) of the Act as a *person associated with the body* (i.e. a senior manager of GDTC).

If you have any questions in relation to this offer please contact Rob Murray on (03) 98262335 or 0408902620 or at rob.murray@gdtc6.com . Applications must be received by no later than 5pm (AEDT) on Friday 28th July, 2023

Thank you for your continued support of GDTC, and I look forward to you participating in this offer.

Important Notices

This Offer Document may contain forward-looking statements. Those statements are based on current expectations about future events, circumstances and performance. Those statements are subject to the risks, uncertainties and assumptions that may cause such future events, circumstances and performance to differ materially from those expected.

This investment is speculative in nature. Refer to the risks section of this Offer Document for a summary of general and specific risk factors that may affect the Company and your investment.

1. Introduction

Green Distillation Technologies Corporation Limited (**Company** or **GDTC**) is an unlisted Australian public company formed to solve the problem of dealing with billions of end of life tyres. GDTC has developed innovative technology that converts tyres into carbon, oil and steel, without producing emissions.

The Company refers to the shareholder letter dated 30 June 2023 (**Offer Letter**). As a shareholder of GDTC, the Company is pleased to invite you to participate in a priority Shareholder offer (**Offer**) of up to 3,000,000 new fully paid ordinary shares in the Company (**New Shares**) at \$0.10 each to raise up to \$300,000 (**Full Subscription**). Further to the Offer Letter, the Offer is a personal offer to you, and is officially made to you subject to the conditions set out in this document (**Offer Document**), which encloses a copy of the application form (**Offer Application Form**).

The proceeds will be used to fund the working capital of the Company for the next four months whilst discussions continue with several parties interested in a sizeable equity investment in GDTC.

All the parties are entities of substance capable of investing \$5mill or more into the Company. Two of the parties are domiciled overseas. The due diligence processes of these entities are at varying stages of completion. It is expected that each of these entities will have made their decision to invest or otherwise within the next four months.

The Company is an early-stage company. An investment in the Company at this stage of its development (being prior to commencing an IPO) is by its nature speculative.

In making an investment decision, investors must rely entirely on their own examination of the Company and the terms of the Offer, including the merits and risks involved.

2. Details of the Offer

3,000,000 New Shares offered by way of a private placement under this Offer Document (**Offer**).

Offer

The Offer is a private placement offer under this Offer Document. Existing eligible shareholders or their related entities will be invited to subscribe for a total of 3,000,000 New Shares at **\$0.10 per New Share** to raise up to \$300,000. Directors reserve the right to offer additional shares under the Offer.

The investors will be asked to complete an Offer Application Form attached to this Offer Document.

Eligibility

To be eligible to participate in the Offer, you must be:

- (a) a holder of shares in the Company with a registered address in Australia or New Zealand as at **19th July, 2023** or in a jurisdiction in which they can legally accept the offer; and
- (b) qualify under the following sections of the Corporations Act 2001 (*Cth*) (**Act**):
 - (i) section 708(8) of the Act as a *sophisticated investor*;
 - (ii) section 708(11) of the Act as a *professional investor*; or
 - (iii) section 708(12) of the Act as a *person associated with the body* (i.e. a senior manager of GDTC),

Shortfall

The Offer allocations will be made at the discretion of the Board. Subject to the sufficient uptake of this Offer the Board will allocate those shares. In the event of a Shortfall in applications by offeree shareholders shares may be offered to the public and these will be allotted at the discretion of the Board. The Priority offer has a \$300,000 minimum total subscription under this Offer Document (**Minimum Subscription**).

Underwriting

This offer is not underwritten.

3. Key Dates of the Offer (NOTE: These dates are subject to change)

Offer sent to Shareholders	30 th June, 2023
Offer closing date	28 th July, 2023
Allotment of shares	2 nd August, 2023

*Please note the dates are subject to change and the Company reserves the right to amend the timetable including closing early or extending the Offer.

4. Profile of the business of the Company

GDTC is an unlisted Australian public company formed to solve the problem of dealing with billions of old tyres. GDTC has developed innovative technology that converts tyres into carbon, oil and steel, without producing emissions.

Patents

The Company has made the decision not to immediately patent its technology but rather to adopt a 'first to market' strategy. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology to avoid the patented technologies owned by the Company. Accordingly, not patenting the technology presents opportunities as well as risks. In addition, worldwide patent protection is extremely expensive and involves a certain degree of disclosure to the world of the secrets of our technology. Please refer to the risk section for further detail.

5. Board and Management

The Board of Directors and management currently consists of:
John Fletcher – Executive Chairman

GDTC Chairman John Fletcher has had a distinguished business career. During his eight years from 1993 to 2001 as CEO of Brambles industries, an international business-to-business industrial services company with over 40,000 employees operating in more than 30 countries worldwide. He led a team that achieved a 41% average annual growth in total shareholder returns. (TSR)

In 2001 he was appointed CEO of Coles Myer, when it was Australia's largest private employer with 165,000 people. Over a six-year period the business delivered an average annual growth in TSR of 31%. In 2007 the Coles Group was acquired by Wesfarmers for \$20 billion.

In 2008 John Fletcher co-invested with Lazard Asset Management in purchasing the national car care chain MIDAS Australia and for 6 years was Chairman of that company. Midas was sold to Metcash in June 2014.

He was also a non-executive director of Telstra for six years from 2000 to 2006.

In July 2016 John Fletcher was appointed as Chairman of Australia's largest container terminal stevedore operator. The role ended in March 2019 when DP World Australia became a subsidiary of DP World in Dubai.

He is a Fellow of CPAAustralia.

Trevor Bayley

Chief Operating Officer Trevor Bayley worked in the aviation industry in the UK and Australia from 1968 to 1984 on the air freight side with such airlines as Air France, TAA, UTA and Cathay where he was assistant airport manager and cargo sales manager.

He is the owner and Managing Director of Japsco Australia Pty. Ltd and President of its sister company Japsco Japan K.K. which provide services to develop and support commercial relationships, projects and alliances between Japanese entities in China, Thailand and Korea.

He holds a Master's degree in Sociology from the University of Leicester(UK).

Rob Murray –Chief Financial Officer

Chief Financial Officer Rob Murray graduated from the University of Wales in 1983 with a science degree but soon moved over to accounting and qualified as a Fellow of the Institute of Management Accounting. He has a CPA qualification from Deakin University.

He has held a variety of senior roles in retail, newspapers and manufacturing before relocating to Australia in 2001.

Prior to GDT he worked for 12 years in the gas and energy business.

Melanie Leydin –Company Secretary

Company Secretary Melanie Leydin has worked for 25 years in Secretarial and Accounting positions, experience in resources, biosciences and biotech companies.

A Chartered Accountant & Registered Company Auditor.

Farhad Hossain –Plant Manager (Warren)

Farhad joined GDT in 2017 and holds a Master Science degree in Mechanical Engineering from KUET, Bangladesh as well as a PhD in Mechanical Engineering from Queensland University of Technology. While undertaking his PhD, Farhad was working under the stewardship of the GDT technology inventor.

Farhad has a high technical knowledge of the dynamics in thermal chemical reactions and has published articles around the world covering biofuels, thermochemical analysis and engine operations.

6. Effect of the Offer

The effect of the Offer will be to:

- (a) increase the number of shares on issue; and
- (b) increase the cash reserves by approximately \$300,000 at Full Subscription.

7. Capital Structure

The Company currently has 172,780,498 fully paid ordinary shares (**Shares**) on issue. The

Offer is expected to issue a further 3,000,000. Please note that there are also \$2.59 million in convertible notes that convert at \$0.25 at the election of the Company. These, if converted, would have an effect of increasing the shares on issue by 10.36 million shares.

8. Use of Funds

The Company intends to use its proceeds of the Offer to fund the working capital needs for the next 4 months.

9. Risks of a further investment in the Company

This section outlines the risks associated with investing in the Company. There are a number of risks, both specific to the Company and of a general nature, which may either individually or in combination, materially and adversely affect the future operating and financial performance of the Company and the value of the Shares.

While the Company seeks to manage the risks to prevent adverse outcomes to shareholders, many of these risks are outside the control of the Company, its Directors and management. Applicants should read this Offer Document carefully and before deciding to apply for New Shares and seek appropriate professional advice.

Liquidity risk - As this is a seed capital raising, the Company's shares are not quoted on the ASX or any other stock exchange and there is no public market for these Shares. Therefore, no readily accessible market exists in which securities in the Company can be bought or sold. At present, trading in the Company's Shares, if any, can only be effected by private negotiation and there is no guarantee that any market in the securities will develop or of the price at which shares may trade. Even if the Company does list, the market in Shares may still be illiquid.

Technology development and Commercialisation risk – A significant risk is whether the Company can further develop so as to commercialise the technology to profitability. This development includes further successful technology development and commercial development such as client engagement and marketing. A failure to achieve commercialisation of the technology will have a significant adverse impact on the Company's business model, operating results and financial position.

Future Funding Needs - The Company has yet to commercialise the technology to profitability. The Company will depend on the availability of investor funds if and until the Company generates cash flows from successful commercialisation of the technology. No assurance can be given that future funding for the further development of the technology will be made available on acceptable terms (if at all). If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs as the case may be.

Intellectual property and competing technologies risk – We have developed our technology under security protocols which are designed to afford us such protection of the secrecy of our technology as are reasonably prudent and are consistent with a 'first to market' strategy. Should we in the future be advised to obtain patent protection, the Company may take such steps for the patent protection of its technology as are warranted. However, there is always a risk of competitive technology beating ours to market, and this risk applies whether we do or do not have patent protection as circumvention of patented processes is not uncommon.

Exploitation of Technology – In order to successfully commercialise the technology, the Company intends to, but has yet not signed any Licence Agreements allowing other parties to utilise its technology in consideration of royalty and other payments. This may not happen and is considered most unlikely to happen before the Warren plant is operating 24/7.

Government approvals risk – In order to successfully commercialise and utilise the technology in various forms, the Company or its clients may need to obtain various government or regulatory approvals. A failure to obtain such approvals may limit the Company's ability to develop and commercialise its technology. The company currently has all permits required to operate its sites at Warren NSW and Toowoomba Qld.

Dependence on key personnel – The Company's prospects depend in part on the ability of management to advance the technology. Loss of key personnel may have an adverse impact on the Company's performance.

Other risks – Other risks when investing in any speculative company need to be considered. These risks include:

- (a) Limited History of the Company and its technology.
- (b) Target Estimates and Development Success.
- (c) Operating Risks.
- (d) If the Company is experiencing a period of rapid growth and it may not be able to manage the growth.
- (e) Sovereign and Political Risks Associated with operating in other countries.
- (f) Legal Risks Associated with Operating in the country GDTG is operating.
- (g) Uncertainties Regarding tax and any Research and Development Grant.
- (h) Co-Existence Rights or Competition risks.
- (i) Operating risks, Joint Venture Parties, Contractors and Contractual Disputes or Force Majeure.
- (j) Infrastructure and Key staff loss.
- (k) The Company may not have significant enough Insurance Coverage to cover potential losses.
- (l) Environmental and Regulatory or Litigation Risks.
- (m) Currency fluctuations when dealing with overseas projects.
- (n) Share Market fluctuations.
- (o) Commodity price fluctuations.

(p)

Market Volatility various factors including general movements in interest rates, the Australian and international investment markets, international economic conditions, global geo-political events and hostilities, investor perceptions and other factors that may affect the Company's financial performance and position.

Dilution - if you do not subscribe for shares, your shareholding in the Company will be diluted to the extent that the New Shares are taken up by other Shareholders, Underwriters or the General Public.

Economic risks - General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company. These risks include:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

10. Jurisdiction

(a) Australia

If you are in Australia, the New Shares are being offered to you on the basis that you are, and represent that you are:

- (i) a "Sophisticated Investor" (within the meaning of section 708(8) of the *Corporations Act 2001* (Cth) (**Corporations Act**)); or
- (ii) a "Professional Investor" (within the meaning of section 708(11) of the *Corporations Act*); or
- (iii) a person who is likely to be interested in the Offer, having regard to the previous contact between you and the Company; or some professional or other connection between you and the Company; or statements or actions by you that indicate that you are interested in offers of this kind; or
- (iv) a person to whom this Offer can otherwise be made without disclosure under Chapter 6D of the *Corporations Act*.

(b) Other jurisdictions

The offer of ordinary shares in the Company is being made in Australia and New Zealand only or in a jurisdiction that they offer can be legally made and accepted. This Offer Document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and any person who comes into possession of this Offer Document should seek

advice and observe any such restrictions in their relevant jurisdiction. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The New Shares may not be offered or sold in a jurisdiction other than Australia by means of this Offer Document or otherwise, except in accordance with the laws of such jurisdictions as may apply to the Offer and sale of the New Shares.

11. No disclosure document and Secondary Trading Restrictions

No disclosure document or prospectus has been or will be prepared in connection with the offering of the New Shares.

Accordingly, the New Shares will be subject to the secondary trading provisions of section 707 of the Corporations Act (**Secondary Trading Restrictions**). The Company is not issuing the New Shares for the purpose of the persons to whom they are issued selling or transferring them, or granting, issuing or transferring interests in, or options over, them and you will warrant to us, upon acceptance of this Offer, that you are not subscribing for the New Shares for the purpose of selling or transferring them, or granting, issuing or transferring interests in, or options over, them.

You should inform yourself as to the terms of the Secondary Trading Restrictions in section 707 of the Corporations Act. In particular, you should note that there are restrictions on resale of the New Shares in Australia without a disclosure document within 12 months of their issue. The resale of the New Shares may also be restricted under the securities laws of jurisdictions other than Australia.

12. Rights attaching to the New Shares

The New Shares will rank equally with the Company's existing Shares (fully paid ordinary shares).

The rights attaching to the New Shares arise from a combination of statute, general law and the Company's constitution. A copy of the Company's constitution is available on request.

13. Offers personal

The offer of New Shares under this Offer Document is personal to you and does not constitute an offer to any other person or to the public generally in Australia or anywhere else. Prior to settlement of the New Shares, you may not assign, transfer, encumber or in any other manner, deal with your New Shares, or your rights or obligations, without the prior written agreement of the Company and in accordance with all relevant legal requirements.

14. Confidential information

You agree to treat any information provided to you in relation to the Company and the Offer as strictly confidential and not to disclose it to any other person. The information is being made available to you solely to enable you to consider the Offer.

15. Representations, warranties and agreements by investors

You represent, warrant and agree for the benefit of the Company that

- (a) You are an Eligible Investor and satisfy one of the categories set out in the paragraph titled "Eligibility" in Section 2.
- (b) You agree to be bound by the constitution of the Company and you authorise the Company to enter your name in the register of members of the Company in respect of the New Shares.
- (c) If you are in Australia, you and each person, if any, for whom you are acquiring the New Shares fall within one of the categories set out in Section 9.
- (d) If you are outside Australia other than in the United States you are entitled to receive the Offer Document and apply for and accept this Offer of New Shares and under all applicable laws of the jurisdiction in which you accept this Offer.
- (e) You will subscribe for the number of New Shares specified on your Application Form and provide the relevant application moneys in accordance with the settlement instructions.
- (f) You confirm that you are and will be in compliance with all relevant laws and regulations (including section 1043A of the Corporations Act (insider trading)) in relation to the New Shares and acceptance of the Offer of New Shares.
- (g) You understand that the Offer of the New Shares has not been and will not be registered under the US Securities Act or the laws of any state or other jurisdiction of the United States. Therefore, you agree that you will not offer, sell or pledge any New Shares in the United States to, or for the account or benefit of, any US person (as defined in Regulation S under the US Securities Act) unless and until the New Shares are registered under the US Securities Act (which you acknowledge the Company has no obligation to do) or offered, sold or pledged in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the laws of any state or other jurisdiction in the United States.
- (h) You confirm that it is your present intention to be an investor in the New Shares and to remain so for at least 12 months. This confirmation is understood to be a statement by you of present intention only but not an undertaking not to sell, particularly where your investment objectives or market conditions change.
- (i) You acknowledge that no disclosure document or prospectus has been prepared in connection with the Offer and that no offer or sale of the New Shares has or will be registered under any applicable securities laws.
- (j) You have informed yourself as to the terms of the Secondary Trading Restrictions in section 707 of the Corporations Act. In particular, you confirm that you understand that restrictions apply to the resale of the New Shares in Australia without a disclosure document within 12 months of issue.
- (k) You are aware that publicly available information about the Company can be obtained from the Australian Securities and Investments Commission.
- (l) You have made and relied entirely upon your own assessment of, and have conducted your own independent investigation with respect to the Company and the New Shares, including without limitation, the particular tax consequences of purchasing, owning or disposing of the New Shares in light of your particular situation as well as any consequences arising under the laws of Australia and any other taxing jurisdiction.
- (m) You acknowledge that this Offer does not constitute a securities recommendation or the provision of investment advice and you should make

your own assessment of the Company and the New Shares.

- (n) You acknowledge that an investment in the Company involves a high degree of risk and you have considered the risks associated with the Company in deciding whether to apply for any New Shares.
- (o) Except to the extent that liability cannot by law be excluded, you acknowledge that neither the Company nor any of its related bodies corporate or any directors, officers, employees or advisers of the Company or any of its related bodies corporate accept any form of liability (including for negligence) in relation to the Offer. You agree to release the Company and any of its related bodies corporate and any directors, officers, employees or advisers of the company and any of its related bodies corporate from all claims, demands and proceedings which you may have, or claim to have, against the Company, in connection with the Offer.
- (p) If you are acquiring any New Shares for an account of one or more persons, you have full power to make the foregoing acknowledgements, representations, warranties and agreements on behalf of each such person and you will take reasonable steps to ensure that each such person will comply with its obligations herein.
- (q) You acknowledge that the Company and its related bodies corporate are entitled to, and will, rely upon the truth and accuracy of the foregoing acknowledgements, representations, warranties and agreement.

16. Indemnity

You must indemnify and keep indemnified the Company and its related bodies corporate, directors, officers and employees (each an **Indemnified Party**) against all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, fees, expenses or disbursements of any kind whatsoever (plus all goods and services tax for them) which may be imposed on, incurred by or assessed against an Indemnified Party in any way relating to or arising out of any breach by you of your acknowledgements, representations, warranties and agreements under the agreement arising out of acceptance of this Offer. The Company holds the benefit of your indemnity as trustee for each other Indemnified Party.

17. Governing Law and Jurisdiction

The agreement arising out of acceptance of the terms of this Offer shall be governed by the laws of Australia and if you accept this Offer you will be obliged to be subject to the non-exclusive jurisdiction of the courts of that State.

18. Entire Agreement

The terms contained in this Offer Document including, without limitation, your executed Application Form, constitute the entire agreement among the Company, its related bodies corporate and you as to the Offer and your participation in the Offer to the exclusion of all prior representations, understandings and agreements among the Company and its related bodies corporate and you. Any variation of the terms of this agreement must be in writing signed by each of the Company and you.

19. Application Form

If you wish to accept the Offer, you will need to complete the relevant Application Form

attached to this Offer Document.

Together with your relevant Application Form, you must remit to the Company an amount equal to the number of New Shares which you have applied for, multiplied by the issue price of \$0.10 per New Share by electronic funds transfer to details on the Share Application form below.

If you have already deposited your funds into the James Keogh Solicitors Trust Account, the receipt of your completed Offer Application Form will provide the trigger to release these funds to the Company.

Return your relevant Application Form as soon as possible, but no later than the date

set out in Section 2 to :

Green Distillation Technologies Corporation Limited

P. O. Box 4075, Cremorne VIC 2121

Or email to: rob.murray@gdtc6.com

Notwithstanding anything contained in this Offer Document, in its absolute discretion, the Company reserves the right to:

- (a) reject any Application Form, including, but not limited to Application Forms that have been incorrectly completed or are accompanied by cheques that are dishonoured or have not cleared by the close of the Offer or funds not otherwise being received by an agreed method; and
- (b) reject your Application Form or issue to you a lesser number of New Shares than the number for which you have applied.

If the number of New Shares issued to you is less than the number applied for, or an Application Form is rejected, surplus application money will be refunded without interest as soon as reasonably practicable after the closing date for receipt of applications.

The Company will not allot and issue New Shares to any investor who failed to execute and deliver to the Company the Application Form incorporating by reference the representations, warranties and agreements set out in this Offer Document.

20. Privacy

Your personal information will be held by the Company to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in GDTC, including to related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to regulatory bodies. You can obtain access to personal information that GDTC holds about you. To make a request for access to your personal information held by (or on behalf of) GDTC, please contact GDTC. info@gdtc6.com or 03 98262335.

Offer – Existing shareholders

Shareholder Name if different to below

Application Form

You should obtain independent professional investment advice before completing this Application Form. For items A to H, refer to the Guide to Completing the Application Form. Please use BLOCK LETTERS.

- | | |
|----------------------------|------------------------------------|
| A. Number of Shares | B. Total Application Amount |
|----------------------------|------------------------------------|

	Insert Number of shares				Insert investment Amount
•	•	x \$0.10 per share			•

- C. Complete Full Name Details**

• Individual, Trustee	Name (state also name of trust) or Company Name	
Applicant 1	Applicant 2 (if applicable)	Applicant 3 (if applicable)

- D. Enter Tax File Number ("TFN") and HIN**

I / We authorise Green Distillation Technologies Corporation Ltd to apply this TFN:		
TFN Applicant 1	TFN Applicant 2 (if applicable)	HIN

- E. Address**

• Your Complete Address		
Level, Number and Street:		
Suburb, City or Town:		
State:	Postcode:	Country:

- F. Contact Details**

EMail:	Mobile:	Fax:
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- G. Declaration**

I/We declare that this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of **Green Distillation Technologies Corporation Ltd**. Returning the Application Form with your cheque for the Application Monies will constitute your offer to subscribe for the number of shares in **Green Distillation Technologies Corporation Ltd** set out in Box A above. If this form is signed under a Power of Attorney (PoA), the donor of the Power declares that he/she has no notice of the revocation of the PoA.

The Applicant/s further confirm to **Green Distillation Technologies Corporation Ltd** that I/we have previous experience in investing in financial products that enables me/us to make my/our own assessment of the merits of an investment **Green Distillation Technologies Corporation Ltd**, and the risks associated with such an investment. I/we further confirm that **Green Distillation Technologies Corporation Ltd** set has not provided me/us with any document that would be required to be given to me/us in accordance with the Corporations Act 2001 (Cth) (Act) if the investment by me/us in shares of **Green Distillation Technologies Corporation Ltd** was being made by me/us as a retail client in accordance with the Act, and that the application for shares by me/us is being made in accordance with section 708(8) of the Act as a Sophisticated Investor. "In connection with our purchase of New Shares, we hereby accept, warrant and agree for the benefit of the Company and its related bodies corporate the various representations, indemnity, warranties and agreements contained in the Offer Document."

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• **H. Execution**

<p>• SIGNED, SEALED AND DELIVERED by the Applicants. Joint holders: All must sign. Companies: directors Two a director and secretary must sign, clearly stating their title. Companies with sole director or Sole and secretary: must sign stating that he or she is the sole director and secretary of the director Company</p>		
Applicant:1	Applicant 2 (if applicable)	Applicant:3 (if applicable)
Signature	Signature	Signature
PrintName	PrintName	PrintName

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• **Guide to Completing the Application Form Representations and Warranties**

<p>A. Enter the number of shares for which you wish to apply. The application must be for a minimum of 10000 shares (\$1,000) and thereafter in multiples of 10000 shares (\$1,000).</p> <p>B. Enter the amount of Application Monies. To calculate the amount, multiply the number of shares applied for by the price of A\$0.10 per share.</p> <p>C. Enter the full name you wish to appear on the Share Register of Green Distillation Technologies Corporation Ltd. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable name. Applications using the wrong form of name may be rejected.</p> <p>D. Enter your postal address for all correspondence. All communications to you from Green Distillation Technologies Corporation Ltd will be mailed to the person(s) and address as shown. For joint Applicants, only address can be entered.</p> <p>E. Enter your Tax File Number (TFN) or Australian Business Number (ABN). Where applicable please enter the TFN or ABN for either Applicant 2 or Applicant 3. Collection of TFN's/ABN's is authorised by taxation laws. Quotation of your TFN/ABN is not compulsory and will not affect your Application. However, if no TFN or ABN is quoted you may taxed at the highest marginal tax rate plus Medicare Levy.</p> <p>F. Enter your E-mail address. This is not required but Green Distillation Technologies Corporation Ltd may use this to communicate further matters with you.</p> <p>G. Enter your telephone number. This is not required but will assist us if there are any problems with your Application.</p>	<p>• By lodging the Application Form, each Applicant agrees:</p> <ul style="list-style-type: none"> • that this Application is for Ordinary Shares in Green Distillation Technologies Corporation Ltd; • to take any number of shares equal to or less than the number of shares indicated in Box A that the directors of Green Distillation Technologies Corporation Ltd may allot to me/us; • that all details and statements made in this Application Form are complete and accurate; • By lodging the Application Form, each Applicant represents and warrants to Green Distillation Technologies Corporation Ltd that the Applicant: <ul style="list-style-type: none"> • has a previous relationship with Green Distillation Technologies Corporation Ltd within the meaning of section 708(1) (2) of the Corporations Act 2001 or is a Sophisticated section 708 (8) or Professional Investor, section 708 (11) or an Associated Person section 708 (12) or otherwise a person to whom an offer can be made without disclosure to investors pursuant to Part 6D.2 of the Corporations Act; • has no present intention to, and will not subsequently, sell or transfer the shares or grant, issue or transfer interests in or grant options over them in a manner which requires be disclosure under Chapter 6D of the Corporations Act; and • I/we authorise the directors of Green Distillation Technologies Corporation Ltd to register me/us as the holder of the number of shares allotted to me/us and the constitution of Green Distillation Technologies Corporation Ltd.
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• **Payment**

Account Name	Bank	BSB	Account Number
James M Keogh Solicitors Trust Account	Westpac	033-364	832 108

Type of Investor	Correct Form
<u>Individual</u> (Use given names, not initials)	John Alfred Smith
<u>Company</u> (Use company title, not abbreviations)	ABC Pty Ltd
<u>Trusts</u> (Use trustee(s) personal name(s))	Janet Smith <Janet Smith Family A/C>
<u>Partnerships</u> (Use partners' personal names. Do not use the partnership name)	John Smith & Michael Smith <John Smith & Son A/C>
<u>Superannuation Funds</u> (Use name of trustee of fund. Do not use the name of the fund)	John Smith Pty Ltd <Super Fund A/C>

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- **Correct forms of Registrable name:**

Note that ONLY legal entities are allowed to hold shares in **Green Distillation Technologies Corporation Ltd**. Applications must be in the name(s) of natural persons, companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficial or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable names here.

* Put the name(s) of any joint applicant(s) and/or account description using <> as indicated in designated space(s) on the Application.