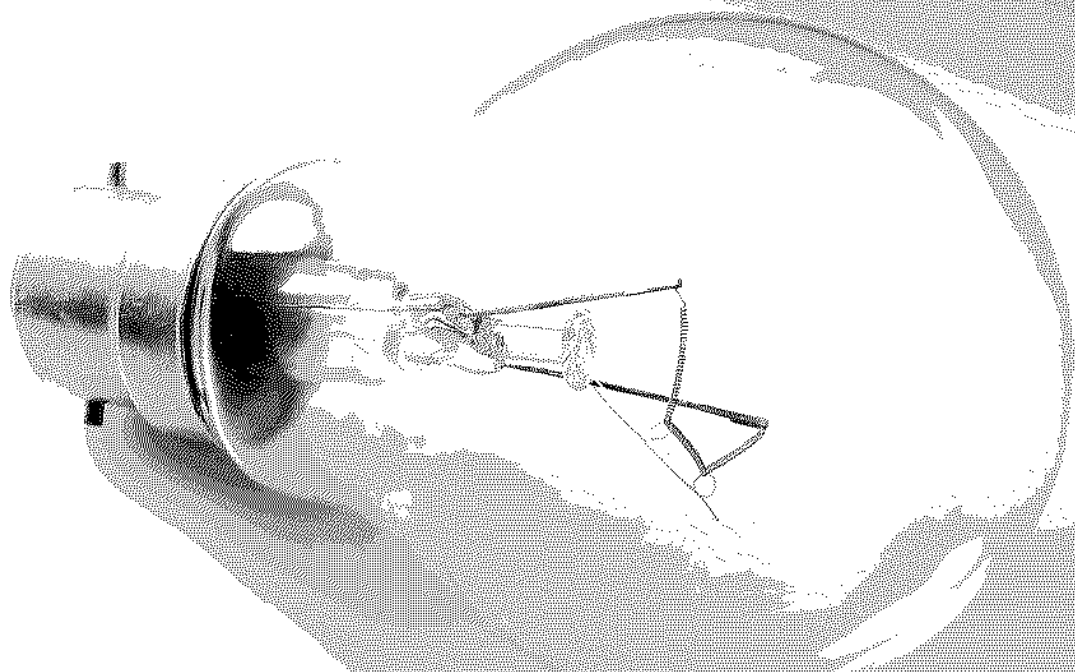


EnergyOne 
Turning Australia On

PROSPECTUS

An underwritten Offer of 10 million Shares
at an Offer Price of \$1.00 per Share
payable in full on Application



Underwriter and Lead Manager



Important notices

Prospectus

This Prospectus is dated 20 November 2006 and was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. This Prospectus does not constitute an offer in any place where, or to any person whom, it would be unlawful to make such an offer. As at the date of this Prospectus, the Company is a proprietary company (Energy One Pty Ltd ACN 076 583 018). No offer is made pursuant to this Prospectus until the conversion of the Company to a public company to be known as Energy One Limited (such conversion to occur with effect from 25 November 2006).

ASX listing

The Company will apply to ASX for admission to the Official List of ASX and for Official Quotation of the Shares on ASX within 7 days of the date of this Prospectus.

Investment decisions

This Prospectus does not take into account the investment objectives, financial situation or particular needs of the individual investor. Prospective investors should examine this Prospectus in its entirety, including the risks set out in Section 7, before deciding whether to invest in the Company. Prospective investors may wish to seek independent professional advice on the desirability of this investment from their accountant, stockbroker, lawyer or other professional adviser.

Forward looking statements

This Prospectus contains certain forward looking statements which have not been based solely on historical facts, but are rather based on current expectations about future events and results. These forward looking statements are subject to inherent risks and uncertainties. Such risks and uncertainties include factors and risks specific to the industries in which the Company operates as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulation, competitive pressures and changes in technology. Actual events or results may differ materially from the expectations expressed or implied in such forward looking statements. None of the Company, any of its directors and officers, or any person named in this Prospectus or involved in the preparation of this Prospectus, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. In particular, prospective investors should understand that the Company is participating in a business for which there is little historical information in Australia on which to base assumptions. The returns can vary significantly from the forecasts contained in this Prospectus.

Prospectus availability

This Prospectus and the accompanying Application Form will be available on the Company's internet website www.energyone.com.au until the Closing Date. Persons having received a copy of this Prospectus in its electronic form may, during the Offer Period, obtain a paper copy of the Prospectus (free of charge) by telephoning Austock Corporate Finance Limited on 1800 806 362. The Corporations Act prohibits the distribution or passing on of the Application Form attached to this Prospectus unless it is attached to a hard copy or an unaltered and complete electronic version of this Prospectus.

Exposure Period

The Corporations Act prohibits the Company from processing applications in the 7 day period after the date of lodgment of this Prospectus with ASIC. The Exposure Period may be extended by ASIC by up to a further 7 days. The Exposure Period enables the Prospectus to be examined by market participants prior to the raising of funds. No Applications received prior to 25 November 2006 will be accepted. Applications otherwise received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period. This Prospectus will be made available during the Exposure Period at www.energyone.com.au.

Privacy

If you apply for Shares in accordance with this Prospectus you will provide personal information to the Company and the Share Registry. The Company and the Share Registry will collect, hold and use this information to assess your Application, provide necessary services to you as an investor, provide facilities and services that you request and carry out appropriate administration. Corporate and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all. The Company and the Share Registry may disclose your personal information in order to carry out their legal obligations and for purposes relating to your investment to their agents and service providers including the Underwriter (in order to assess your Application), legal, financial and professional advisers, the printers and the mailing house (for the purposes of preparation and distribution of statements and for handling of mail) as required under the Corporations Act or otherwise authorised under the Privacy Act 1988 (Cth). Under the Privacy Act 1988 (Cth) you may request access to your personal information held by or on behalf of the Company or the Share Registry. You can request access to your personal information by telephoning the Share Registry on 02 9290 9600.

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Investment highlights

An investment in Energy One will give investors exposure to a company with the following credentials:

<p>Solid business foundations</p>	<ul style="list-style-type: none"> • Established in 1996, the Company has a long track record of operating an independent electricity retail business and working within the regulatory framework of the National Electricity Market. • Energy One currently services the electricity needs of approximately 8,500 customers, primarily in New South Wales and Queensland. • Energy One focuses on small to medium size enterprises and profitable customers and has licences to retail electricity in New South Wales, Queensland, Victoria and the ACT. • Through incremental expansion, the Company has steadily built a brand which the directors believe customers identify with as providing an attractive energy solution backed up with personal and efficient customer service.
<p>Proven systems and software</p>	<ul style="list-style-type: none"> • Energy One has invested significant capital on developing in-house systems and software that manage the transfer of customers, meter data management, billing and settlements. • The systems have been proven over a number of years to be scalable and robust for the growing business. • The systems allow management to carefully monitor profitability down to the individual customer level, as part of the Company's focus on profitable growth.
<p>Growth prospects</p>	<ul style="list-style-type: none"> • The Directors believe that the market for small to medium size enterprises and residential customers looking to switch from their incumbent electricity provider is large and growing. • Geographic expansion into Victoria and South Australia. • Proceeds from the IPO will, amongst other uses, provide additional working capital to facilitate the Company's continued growth.
<p>Investment fundamentals</p>	<ul style="list-style-type: none"> • Profitable and growing. • The investment in technology has kept back office costs relatively low and the Company does not currently require significant levels of capital expenditure going forward.
<p>Risk management</p>	<ul style="list-style-type: none"> • The Company adheres to a strict risk management regime that employs sophisticated hedging strategies designed to protect profitability.
<p>Experienced Board and management</p>	<ul style="list-style-type: none"> • The Board and management have a balance of skills coupled with a deep knowledge of the Australian electricity market.

Key Offer statistics

Offer price per Share	\$1.00
Number of Shares offered under this Prospectus	10 million
Amount to be raised under the Offer	\$10 million
Number of Shares on issue following completion of the Offer	22 million
Market capitalisation at the Offer Price	\$22 million
FY2007 Forecast	
EBITDA	\$2.05 million
NPAT	\$1.88 million
Basic earnings per Share*	8.5 cents
Price earnings ratio based on the Offer Price	11.7 times

* Calculated as if the Company listed on 1 July 2006

The above table is a summary only. This Prospectus should be read in full before making any decision to invest. The FY2007 Forecast must be read in conjunction with the assumptions and other information in Sections 6, 7 and 8.

Letter from the Chairman



20 November 2006

Dear Investor

On behalf of the Directors, it gives me great pleasure to present to you this Prospectus and invite you to become a shareholder in Energy One Limited.

This is a unique opportunity for the public to participate in, and benefit from, the continuing deregulation of the Australian electricity industry.

Energy One, one of Australia's first independent non-government electricity retailers, was formed in 1996 after the commencement of deregulation of the electricity industry.

The Directors believe that through the continual supply of tailored and cost effective energy solutions to business, commercial and residential customers, Energy One is in a strong position to further capitalise on ongoing deregulation in the electricity industry.

The Company's goal is to build upon the success of its approach to the sale and supply of electricity to small and medium businesses and to expand further into the residential market.

The Directors believe that the Company's participation and success in Queensland, New South Wales, the Australian Capital Territory and Victorian electricity markets, the opportunities available in the South Australian market and the advent of full retail contestability in Queensland, provide investors with an exciting opportunity to share in the capital growth of the Company.

This Prospectus contains an Offer of 10 million Shares at an issue price of \$1.00 each to raise \$10 million. Following the completion of the Offer, existing shareholders and the Company's financier, Investec Bank (Australia) Limited, will hold 54.55% of the Shares on issue and, at the Offer Price, the Company will have a market capitalisation of \$22 million.

Detailed information about the Offer, the Company, its operations, finances and prospects are set out in this Prospectus.

Together with my fellow Directors, I look forward to welcoming you as a Shareholder:

Yours sincerely

A handwritten signature in black ink that reads "Ian Ferrier". The signature is written in a cursive, flowing style.

Ian Ferrier
Chairman

I. Investment overview

This overview should be read in conjunction with the more detailed information set out in the remainder of the Prospectus, and attention paid to the assumptions which form the basis of the forecasts in Sections 1.5 and 6 as well as the risk factors outlined in Section 7 and the Investigating Accountants' Reports in Section 8.

1.1 Company overview

Energy One is an independent electricity retailer that sells electricity to small to medium sized business enterprises as well as residential customers. The Company's sales and marketing strategies, combined with a sophisticated IT system, deliver the benefits of a deregulated electricity industry to consumers in the form of a tailored, low cost energy solution.

The Company was first incorporated in 1996, and was one of the first independent electricity retailers to commence retailing electricity when the industry was deregulated. The Company was granted its first retail licence in New South Wales and now has licences to retail electricity in Queensland, Victoria and the Australian Capital Territory. This expansion is expected to continue with an application to retail electricity in South Australia currently being drafted for submission.

Energy One currently supplies electricity to more than 8,500 customers in New South Wales and Queensland. The number of Energy One customers is expected to grow as the Company increases its operations in Victoria and commences operations in South Australia. In addition, the advent of full retail contestability in Queensland represents an exciting opportunity to expand the customer base in that state.

Energy One purchases its electricity directly from the National Electricity Market and then resells it to retail customers. Energy One reduces the commercial risk associated with the purchase of electricity through the National Electricity Market by entering into hedging contracts purchased directly from energy traders, electricity generators and the Sydney Futures Exchange.

In order to differentiate itself from the large state owned electricity retailers, Energy One has invested substantially in key images and slogans to establish its brand as the low cost, user friendly alternative. The Company seeks to offer consumers a "good, no strings attached deal" coupled with friendly customer service, contrasting directly with many electricity companies.

The Directors believe that the smiley face brand is fresh and appealing, has strong consumer recall and adds a personal and friendly identity to what is often considered a "grudge" purchase by consumers.

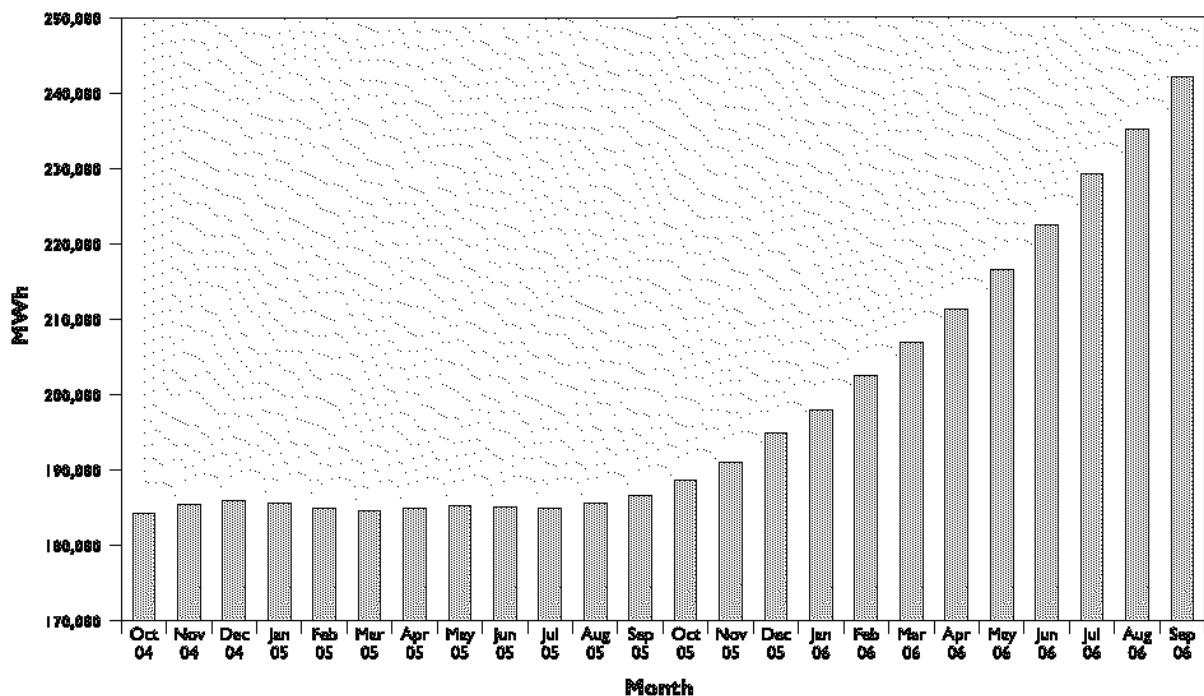
Energy One has developed a sophisticated IT system, integrating the different business functions involved in a retail electricity business, allowing efficient communication between its business units. Energy One's IT system assists the Company in remaining competitive by being able to supply customers with customised products at low prices. By using the latest information technologies, the Company's back office costs are kept to a minimum so that any savings can be passed on to customers.

1.2 Key features

1.2.1 Attractive growth opportunities

The Directors believe that Energy One has achieved a solid platform for growth. In order to continue funding this growth, Energy One is seeking additional capital by way of this Offer.

Rolling 12 month aggregate customer load



The above graph shows the energy used by Energy One's customers on a rolling 12 month aggregate basis. In the 12 months to September 2006, Energy One's customers had consumed over 240,000 MWh of electricity. The graph illustrates the consistent growth that has been achieved over the last 12 months using existing sales channels.

The growth in the above graph has come primarily from New South Wales. In July 2006 Energy One also began selling electricity in Victoria. The Queensland market will be fully deregulated in July 2007, which represents an exciting growth opportunity for the Company.

1.2.2 Solid operational track record

Energy One has been a licensed electricity retailer since 1997. Over this time the Company has built systems and processes that have enabled it to expand its operations into other states whilst maintaining a competitive edge and at the same time keeping back office costs to a minimum. This ground work has helped turn Energy One into a profitable company (see Section 1.5).

1.2.3 Sustainable competitive cost advantage

In the Directors' experience, smaller niche electricity retailers tend to outsource the IT and software requirements for billing, customer transfers, network settlements, metering data, contract and customer management. In some cases, a different software provider is required for each module. Effective communication between all the various programs is not only expensive, but also problematic.

Energy One, on the other hand, has developed a seamlessly integrated system from the ground up. Having one fully integrated system provides the Company with greater flexibility to make changes and to develop powerful data analysis and reporting tools enabling, for example, margin analysis on different customer segments or for individual customers if required.

Unlike some of the larger electricity retailers, Energy One does not have the additional costs associated with operating a number of expensive legacy IT systems.

The use of its IT systems means back office costs can be kept to a minimum, providing the Company with a very scalable and flexible solution to cost effectively deliver electricity to its customers.

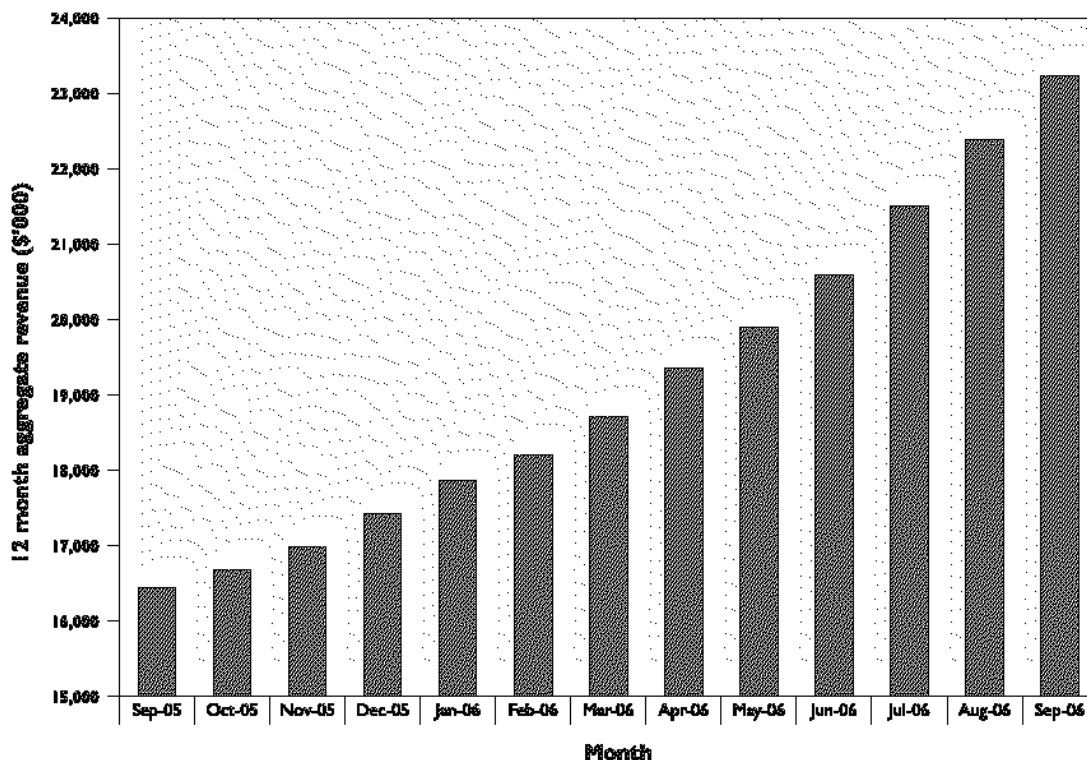
1.3 Company strategy

In terms of growing both the revenue and profitability of the Company in the future, the Directors intend to focus on the following:

- (a) expanding current sales activities;
- (b) developing new sales channels and new products; and
- (c) leveraging existing capabilities to provide better customer service and expand into high margin associated businesses.

The Company intends to use part of the proceeds of the Offer to expand its current sales activities, to increase its marketing and promotional activity and to fund working capital required to support continued growth in customer numbers. The graph below demonstrates the growth in the Company's rolling 12 month aggregate revenue that is occurring each month using the current sales and marketing approach. The Directors believe that the key to sustaining this growth is having sufficient working capital to fund sales commissions and accounts receivable.

Rolling 12 month aggregate revenue



As illustrated above, the 12 month aggregate revenue to 30 June 2006 was \$20.7 million and the 12 month aggregate revenue to 30 September 2006 was \$23.2 million.

Following the IPO, there are a number of new sales channels that Energy One will begin to develop such as web based acquisition programs, residential acquisitions and acquisitions through business associations.

In addition, there are a number of high margin activities that Energy One will undertake in order to leverage its existing capabilities in embedded networks and energy management systems.

Merger and acquisition opportunities within the electricity sector may also arise and will be assessed and pursued subject to commercial criteria being satisfied.

1.4 Dividend policy

At this stage, Energy One does not intend paying a dividend during the financial year ending 30 June 2007 but will instead reinvest any free cash flow in excess of working capital requirements towards expanding the Company's business. The Board intends to review this policy at the end of the 2007 financial year.

1.5 Key financials

	30 June 2005 (audited)	30 June 2006 (audited)	30 June 2007 (forecast)
Sales Revenue	\$15.9 million	\$20.7 million	\$36.6 million
EBITDA	\$(0.2 million)	\$0.7 million	\$2.0 million
NPAT	\$(0.3 million)	\$0.6 million	\$1.9 million

Note: Audited and forecast results for the financial years ending on the indicated dates.

The Directors have made a number of important assumptions in projecting the earnings of the Company for the financial year ending 30 June 2007. If these assumptions do not occur as anticipated, actual results may differ materially. Investors are referred to Section 6.4 (for a detailed explanation of these assumptions), Section 7 (in relation to risks) and the Investigating Accountants' Reports (on historical, proforma and forecast financial information) in Section 8.

1.6 Purpose of the Offer, business objectives and use of proceeds

The purpose of the Offer is to fund future growth, including funding the Company's proposed marketing plan, supporting the Company's working capital requirements and restructuring the option arrangements and financing facilities in place with Investec Bank (Australia) Limited.

The Offer will raise \$10 million and the proceeds will be applied as follows:

Payment to Investec in respect of revised option arrangements	\$2.3 million
Refinancing of existing Facility Agreement with Investec	\$3.7 million
Working capital	\$2.0 million
Marketing costs	\$1.0 million
Offer costs	\$1.0 million
Total	\$10.0 million

Energy One's primary objective during FY2007 is to increase the profitability of the Company through the acquisition of more customers.

The Company's business objectives for FY2007 are:

- (a) increasing sales and marketing activity to acquire additional customers;
- (b) replacing existing financing arrangements;
- (c) reducing the Company's cost of financing;
- (d) increasing Company profit; and
- (e) obtaining a South Australian retail licence.

The Company's expenditure program in respect of the proceeds of the Offer is intended to facilitate the Company's business objectives as follows:

- (a) \$2.3 million will be paid to Investec in order to vary the existing option agreement relating to the acquisition of Shares by Investec (see Section 9.4.4(b)).
- (b) As part of the refinancing of the existing Facility Agreement with Investec, \$3.7 million will be placed on term deposit as collateral for bank guarantees. This will allow the Company to achieve a lower overall cost of financing.
- (c) \$2 million will be retained for use as working capital.
- (d) During the course of FY2007, \$1 million will be spent on sales and marketing activities in order to acquire additional customers. As a result of increasing customer numbers, the accounts receivable asset is anticipated to increase, which will be funded from the additional working capital that has been allocated to the expenditure program from the proceeds of the Offer.
- (e) The costs associated with the IPO will be approximately \$1 million.

The Directors believe that, on completion of the Offer, the Company will have enough working capital to carry out its stated objectives for the period to 30 June 2007. The Company's arrangements with Investec are described in full in Sections 9.4.4.

1.7 Capital structure

On completion of the IPO, the capital structure of the Company will be as follows:

	Pre-IPO Shares	%	Post-IPO Shares	%
Ian Ferrier (Chairman) and entities associated with Ian Ferrier (Polding Pty Ltd and Sonpine Pty Ltd)	5,958,365	60.68	5,958,365	27.09
Investec Bank (Australia) Limited	-	-	2,180,000	9.91
Vaughan Busby (Managing Director)	2,567,623	26.15	2,567,623	11.67
Other Shareholders	1,294,012	13.17	1,294,012	5.88
New Shareholders under Offer	-	-	10,000,000	45.45
Total	9,820,000	100.0	22,000,000	100.0

Subject to the completion of the IPO in accordance with the terms of this Prospectus, Investec will be issued the equivalent of 9.91% of the post IPO Shares (see Section 9.4.4(b)). Each of Ian Ferrier (and Polding Pty Ltd and Sonpine Pty Ltd, being entities associated with Ian Ferrier), Vaughan Busby, Richard Brys and Joshua Rudd (*Key Shareholders*), being directors and/or executives of Energy One, have executed Restriction Agreements in relation to the Shares held by them. The effect of these Restriction Agreements is that the Key Shareholders may not sell their Shares for a period of 2 years from the date of listing the Company on the ASX. Investec has also agreed to enter into a Restriction Agreement, on the same terms, but for a period of 12 months. Details of these Restriction Agreements are set out in Section 9.4.1.

The Shares offered under this Prospectus rank equally with each other and with existing Shares. The rights and liabilities attaching to the Shares are summarised in Section 9.3.

1.8 Employee incentive plans

Energy One has adopted two employee incentive plans:

- (a) an Employee Share Plan (summarised in Section 9.5.1); and
- (b) an Executive Option Plan (summarised in Section 9.5.2).

As at the date of this Prospectus no Shares or options have been issued or granted pursuant to these plans.

1.9 Business and investment risks

Investors should be aware that there are risks associated with any investment in shares. In addition, there are a number of risk factors specific to the Company and the industry and general business environment in which the Company operates. Such risk factors may impact on the performance and financial position of the Company. Applicants should read this Prospectus in full to appreciate the risk factors associated with an investment in the Company. Details of key risk factors of which investors should be aware are set out in Section 7.

2. Details of the Offer

2.1 Share Offer

Investors are invited by the Company to subscribe for up to 10 million Shares at the Offer Price of \$1.00 per share. Applications must be for a minimum of 2,000 Shares and thereafter in multiples of 1,000 Shares. The Company reserves the right to issue Shares to an Applicant in full, to issue a lesser number of Shares than those for which the Application has been made, to accept late application or to decline an Application.

Payment in respect of the Shares is to be made in full on Application. The rights and liabilities attaching to the Shares are set out in Section 9.3. No brokerage or stamp duty is payable by Applicants under the Offer.

2.2 Offer is underwritten

The Offer is fully underwritten by Austock Corporate Finance Limited. The Underwriting Agreement contains terms and conditions which may affect the obligations of the Underwriter. Details of the Underwriting Agreement, and the circumstances in which the Underwriter may terminate the Underwriting Agreement, are outlined in Section 9.4.2.

2.3 Timetable

Event	Date
Date of Prospectus (date lodged with ASIC)	20 November 2006
Exposure Period	20 – 27 November 2006 (unless extended by ASIC for a further 7 days)
Conversion to a public company	25 November 2006
Offer opens (after Exposure Period)	30 November 2006
Closing Date (unless extended)	19 December 2006
Allotment of Shares	3 January 2007
Despatch of transaction confirmation statements	4 January 2007
Quotation of Shares on ASX	15 January 2007

All dates are subject to change and are indicative only. The Company has the right to vary these dates without prior notice, including the right to close the Offer early or withdraw the Offer and to accept late Applications. Applicants are encouraged to submit their Application Forms as early as possible.

2.4 How to apply for Shares

Applications for Shares can only be made by completing the Application Form that is attached to this Prospectus in accordance with the instructions set out on the Application Form.

An Application must be made by completing a paper copy of the Application Form and must be accompanied by payment in Australian currency of \$1.00 per Share. Cheques or bank drafts must be made payable to "Energy One Ltd Share Offer" and should be crossed and marked "Not Negotiable". The Company will not accept an Application Form electronically. Completed Application Forms and Application Monies must be returned prior to the Closing Date to:

Mailed to:

Austock Corporate Finance Limited
PO Box 263
Collins Street West
Melbourne VIC 8007

Delivered to:

Austock Corporate Finance Limited
Level 1, 350 Collins Street
Melbourne VIC 3000

Applicants who have questions on how to complete the Application Form or who require additional copies of the Prospectus can contact the Underwriter on 1800 806 362 between the hours of 9.00 am to 5.00 pm AEDT on Business Days up to the Closing Date or visit the Company's website at www.energyone.com.au to download a copy of the Prospectus.

2.5 Structure of the Offer

There are two components to the Offer:

- (a) the Broker Firm Offer (being an offer open to Australian resident retail investors who have received a firm allocation from the Underwriter (or a broker appointed by the Underwriter) as more fully described in Section 2.5.1); and
- (b) the Institutional Offer (being an offer open to certain sophisticated and professional investors as more fully described in Section 2.5.2).

The Offer is not currently intended to contain a general public offer component but the Company reserves the right to issue Shares pursuant to this Prospectus outside the Broker Firm Offer and the Institutional Offer:

2.5.1 Broker Firm Offer

The Broker Firm Offer of Shares is open to Australian resident retail investors who have received a firm allocation of Shares from the Underwriter (or a broker appointed by the Underwriter). The Broker Firm Offer opens on Thursday, 30 November 2006 and closes at 5.00 pm on Tuesday, 19 December 2006. The Company, in conjunction with the Underwriter, reserves the right to vary the Closing Date of the Broker Firm Offer without notice.

Applicants who have been offered a firm allocation of Shares by the Underwriter (or a broker appointed by the Underwriter) will be treated as a Broker Firm Applicant in respect of that firm allocation.

Applicants under the Broker Firm Offer should complete and lodge the Application Form together with their Application Monies, in accordance with the instructions of the Underwriter (or a broker appointed by the Underwriter) from whom the firm allocation of Shares was received.

If you elect to participate in the Broker Firm Offer through the Underwriter (or a broker appointed by the Underwriter), the Underwriter (or a broker appointed by the Underwriter) will act as your agent in submitting your Application Form and Application Monies. The Company, the Share Registry and the Underwriter take no responsibility for any acts or omissions by a broker appointed by the Underwriter in connection with your Application, Application Form or Application Monies.

Applications under the Broker Firm Offer for Shares must be for a minimum of 2,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$1,000).

2.5.2 Institutional Offer

The Institutional Offer of Shares is open only to sophisticated and professional investors (for the purposes of section 708 of the Corporations Act). These are investors to whom the Offer may be made without the need for a disclosure document under the Corporations Act; however, the Offer will be made pursuant to this Prospectus. The Institutional Offer opens on Thursday, 30 November 2006 and closes at 5.00 pm on Tuesday, 19 December 2006. The Company, in conjunction with the Underwriter, reserves the right to vary the closing date of the Institutional Offer without notice.

Application procedures will be advised to sophisticated and professional investors by the Underwriter or a broker appointed by the Underwriter. The Company and the Underwriter will determine the allocation of Shares in the Institutional Offer among Applicants in the Institutional Offer. The Company and the Underwriter have absolute discretion regarding the basis of allocation of Shares in the Institutional Offer, and there is no assurance that any Applicant will be allocated any Shares, or the number of Shares for which they have applied.

Participants in the Institutional Offer may receive sub-underwriting fees in respect of their allocation. Such sub-underwriting fees will be paid by the Underwriter.

2.6 Basis of allocation and issue of Shares

The Company will issue the Shares the subject of the Offer as soon as possible after the Closing Date (subject to the Company being granted admission to the Official List). Subject to the terms of the Broker Firm Offer and the Institutional Offer, the Company will allocate the Shares (including between the Broker Firm Offer and the Institutional Offer) and reserves the right to issue Shares to an Applicant in full, to issue a lesser number of Shares than those for which an Application has been made, to accept a late Application or to decline an Application. Where no allocation is made to a particular Applicant, or the number of Shares allocated is less than the number applied for by an Applicant, surplus Application Monies will be returned to that Applicant.

Any Applications received prior to 25 November 2006 will not be accepted and Application Monies will be returned to the Applicants.

No interest will be paid on refunded Application Monies. Any interest earned on Application Monies prior to the issue of Shares or return of Application Monies will be, and will remain, the property of the Company.

Successful Applicants will be notified in writing of the number of Shares allocated to them as soon as possible following the allocation of Shares made after the Closing Date. It is the responsibility of Applicants to confirm the number of Shares allocated to them prior to trading in Shares. Applicants who sell Shares before they receive notice of the Shares allocated to them do so at their own risk.

In the event that admission to the Official List is denied, or for any reason the Offer does not proceed, all Application Monies will be refunded in full without interest.

2.7 Foreign investors

This Offer is not available to persons residing outside Australia. No action has been taken to register or qualify the Shares, or the Offer, or otherwise permit the public offering of the Shares, in any jurisdiction outside Australia. The Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

2.8 ASX listing

Energy One will apply for admission to the Official List of ASX within 7 days of the date of this Prospectus.

The fact that the ASX may admit the Shares of the Company for quotation on the Official List is not indicative of the merits of the Company or the Shares offered for subscription. Official Quotation of the Shares, if granted, will commence as soon as practicable after the issue of initial transaction confirmation statements to successful Applicants.

If Energy One is not granted admission to the Official List within 3 months, then no allotment of Shares will be made and all monies will be refunded to Applicants in full and without interest.

2.9 CHESS

Energy One will apply to participate in the Clearing House Electronic Sub-register System (CHESS) in accordance with the ASX Listing Rules and ASTC Settlement Rules. Under this system, successful Applicants will not be issued certificates for Shares allotted to them but will instead be issued a transaction confirmation statement outlining the allotted Shares. This statement will also provide details of the Shareholder's unique Holder Identification Number (HIN) (for Shares held on the CHESS sub-register) or Securityholder Reference Number (SRN) (for shares held on the issuer sponsored sub-register). This will take place as soon as realistically possible after allotment.

2.10 Withdrawal

The Company reserves the right not to proceed with the Offer at any time before the issue of Shares to successful Applicants. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.

2.11 General enquiries

Applicants who have questions on how to complete the Application Form or potential investors who require additional copies of the Prospectus can contact the Underwriter on 1800 806 362 between the hours of 9.00 am to 5.00 pm AEDT on Business Days up to the Closing Date or visit the Company's website at www.energyone.com.au to download a copy of the Prospectus.

3. The Australian electricity industry

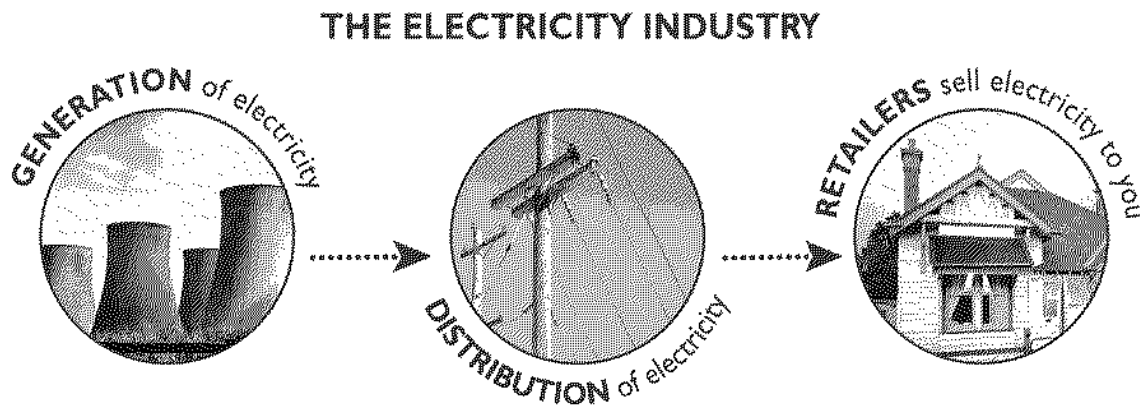
3.1 Australia's National Electricity Market

The National Electricity Market (NEM) is a wholesale market for electricity supply in Queensland, New South Wales, Victoria, South Australia, the Australian Capital Territory and Tasmania. The NEM commenced operating on 13 December 1998 and delivers electricity to market customers on an interconnected power system that stretches more than 4,000 km from Port Douglas in Queensland to Port Lincoln in South Australia. It comprises 6 regions that are based on state boundaries, with the Snowy Hydro Scheme being classified as a region in its own right. Tasmania became the sixth region of the NEM in 2005.

Establishment of the NEM was the result of consultation and collaboration between the states and the electricity supply industry. The NEM's development was guided by a major 1990s Industry Commission report that recommended a major restructure of the industry. The industry's deregulation and the encouragement of full retail contestability has allowed the competitive functions of generating and retailing electricity to be separated from the natural monopoly functions of transmission and distribution. Companies involved in transmission and distribution of electricity charge regulated tariffs for the transport of electricity to the customer and it is expected that these charges will remain regulated for the time being.

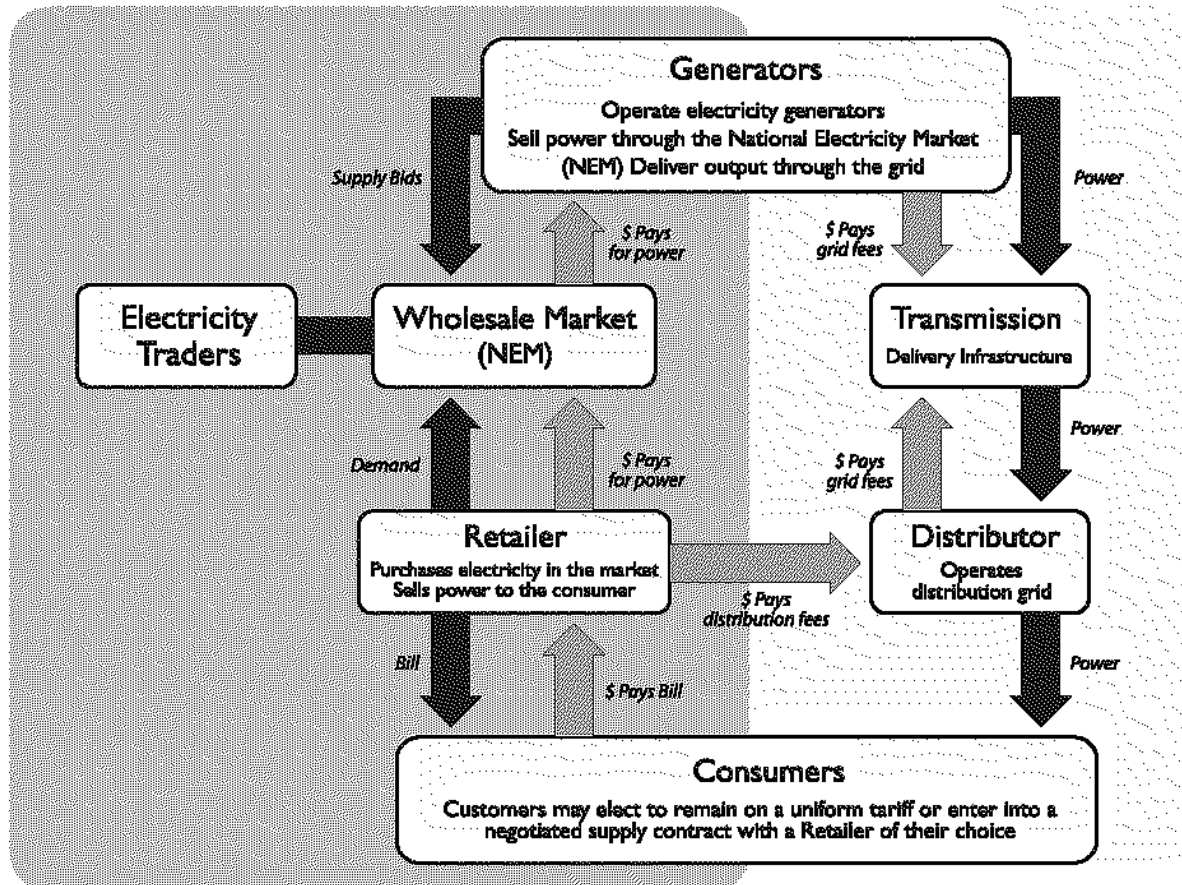
States and territories within Australia have all deregulated their electricity industries to varying degrees and along different timeframes. The continued deregulation of these electricity markets will benefit Energy One. The goal of the reform process was to increase competition in the industry and provide greater choice for end-use electricity consumers.

The size of the electricity market in Australia is significant. The Australian Bureau of Agricultural and Resource Economics (ABARE) reports that electricity consumption in Australia increased by 4.3% - from 242,744 GWh in 2003-04 to 253,117 GWh in 2004-05. Consumption grew across Australia, with Victoria recording the largest increase, of 3,643 GWh (6.7%) in the same period.



3.2 Industry structure

Financial Market



The 3 key components of the electricity industry are as follows:

(a) **Generation**

Electricity generators produce and sell electricity to the wholesale National Electricity Market. Generators of electricity may be either owned by state governments or by private enterprise. Given that electricity cannot be stored, National Electricity Market Management Company Limited (NEMMCO) coordinates the generation and dispatch of electricity into the NEM to match a corresponding demand at any given point in time. Generators sell their electricity into the wholesale market, sometimes referred to as the pool, in a competitive bidding process.

(b) **Transmission and distribution**

Electricity is then transported from generating plants to terminal stations by way of high voltage transmission lines. At each terminal station, the electricity is transformed to lower voltages prior to entering the local distribution system. Typically, each state or territory has developed its own transmission network which is linked to other states or territories via large transmission lines called inter-connectors.

The distribution system or network transports the electricity from the transmission terminal to the points of use at the customer's premises. Each distribution company has been allocated (by law) a geographically based and price regulated, distribution network business and a retail business. This ensures that physical delivery of electricity will not be disrupted by the introduction of full contestability. Distribution companies earn income by receiving "use of system" charges for electricity sold to customers connected to their network. Whilst these local area networks may be owned by either state government or private enterprise, the distribution charges they are allowed to charge are prescribed by the various state governments and are currently regulated in all NEM states.

(c) **Retail**

The retail function is an activity separate to that of distribution, involving the purchase of electricity from generators in the wholesale market, and then arranging payment for its distribution and sale to the customer. This is the function performed by Energy One.

3.3 Wholesale electricity market

The competitive wholesale National Electricity Market known as the NEM can be best thought of as a pooled marketplace and is therefore sometimes referred to as "the Pool". The Pool reflects the fact that electricity cannot be stored, nor can it be determined which source is responsible for the electricity used by a particular customer. As such, the electricity produced by generators must be centrally pooled, scheduled and dispatched to meet demand.

NEMMCO is a company that was established under the National Electricity Rules and is responsible for managing the operation of this Pool. It is chiefly responsible for coordinating the spot pricing and dispatch of electricity by balancing supply and demand based on the generating capacity available to meet total demand.

NEMMCO was established in May 1996 to implement, administer and operate the wholesale NEM, continually improve its efficiency, and manage the security of the power system. It is a body corporate whose members are the governments of the Australian Capital Territory, New South Wales, Queensland, South Australia, Tasmania and Victoria.

NEMMCO has dual roles of market operator and system operator. In summary, NEMMCO's objectives are to:

- (a) establish and conduct the electricity market efficiently on a break-even basis;
- (b) continually improve the NEM's efficiency;
- (c) maintain the security of the power system; and
- (d) coordinate planning for the power system.

NEMMCO administers and operates the competitive wholesale electricity market. In 2006, approximately 195,000 GWh of electricity, valued in excess of \$7 billion, was sent out in the NEM.

NEMMCO calculates the financial liability of all market participants on a daily basis and settles transactions for all trade in the NEM on a weekly basis. This involves NEMMCO collecting all money due for electricity purchased by retailers from the Pool, and paying generators for the electricity they have produced. The spot price is the basis for all these financial transactions.

In order to ensure that generators are paid for their electricity production (from the payments made to NEMMCO by the retailers), NEMMCO has strict prudential arrangements. As part of this, NEMMCO requires the deposit of bank guarantees and security deposits against an established maximum credit limit for each retailer.

If a market participant breaches their maximum credit limit on any one day of trading, a call notice for rectification of the situation and then a default notice may be issued to ensure that NEMMCO is able to settle the market according to its fixed timetable. NEMMCO has the authority to suspend a market participant who fails to respond adequately to a default notice, and to reinstate that market participant only when their required financial position is re-established.

Generators sell hedging contracts directly to retailers, indirectly to retailers via a network of brokers, and to a variety of intermediaries in the finance industry. Retailers construct hedged portfolios by buying these products or the re-engineered products sold by financial intermediaries (eg, several of the major banks). The market has been increasingly liquid and sophisticated since its inception in the mid 1990s and now routinely trades base load, peak and cap products directly or through the Sydney Futures Exchange in respect of quarters, financial years and calendar years out for approximately 3-5 years. New South Wales, Queensland and Victorian hedging products are very liquid, with South Australian hedging products slightly less so.

The Company has been using the hedging markets for a number of years and is confident that it will continue to provide a deep and cost effective source of energy risk mitigation for the future. See Section 4.2 for information on the Company's hedging policy.

Wholesale buyers and sellers of electricity have unrestricted access to the distribution and transmission networks (at regulated rates which they pass on to consumers) of the NEM, facilitating what is known as an "open access" regime. This ensures competition notwithstanding the natural monopoly resulting from ownership of distribution and transmission network assets.

3.4 Retail electricity market

Electricity retailers have a commercial supply agreement with the ultimate end-use consumers. Retailers bill their customers for the electricity they consume and they pay for the electricity purchased in the wholesale market.

Retailers also bill customers for the distribution and transmission network charges levied by the distributor. The retailer is required to take the credit risk for collecting the distribution charges from customers which, are then passed on to the distribution company.

3.5 Retail licensing

Licences are generally granted by the Minister for Energy in the relevant state or territory, subject to conditions that are intended to promote beneficial outcomes for consumers and market efficiencies. The Minister issues various guidelines on how a licensee is to comply, and demonstrate compliance, with these conditions in the relevant state or territory. Each state and territory has a different set of requirements and regulatory conditions.

3.6 Pricing

The price paid by customers for electricity is made up of a number of components:

- (a) Wholesale electricity purchasing costs, including retailer's electricity purchasing costs and associated overheads (including metering costs), reflecting the net price paid by the retailer for electricity acquired from the generator. These costs are not regulated.
- (b) Government fees, payable by the retailer to NEMMCO and other regulators and which reflect the regulators expenses in operating and administrating the market. These costs are regulated.
- (c) Network tariffs are charged by a distribution company to retailers for using the transmission and distribution network to supply electricity to its retail customers. These tariffs include capital, operation and planning charges. These costs are regulated by government authorities.
- (d) Retailers marketing costs, margins and other overheads determined by the retailer. These costs are not regulated.

4. Overview of Energy One

4.1 History

Energy One is an independent electricity retailer that sells electricity to small to medium sized business enterprises as well as to residential customers. The Company uses sales and marketing strategies which, combined with a sophisticated IT system, deliver the benefits of a deregulated electricity industry to consumers in the form of a tailored, low cost energy solution.

The Company was incorporated in 1996 as Ferrier Hodgson Electricity Pty Ltd and was one of the first independent electricity retailers to commence retailing when the electricity industry was deregulated. The Company was granted its first retail licence in New South Wales. The business was initially based around a consulting model aimed at delivering cost reductions on a range of goods and services, which included, among other things, electricity.

In late 2002, the Company decided to focus on the retailing of electricity and began an intensive marketing campaign. In the space of 4 months annual revenue was doubled from approximately \$6 million to \$12 million. The Company was not prepared for such rapid growth, which created considerable strain not only on cash flow but also the back office and billing systems. In order to maintain its liquidity, the Company ceased all sales and marketing activity and a number of staff were laid off.

In late 2004, there was a substantial change in ownership of the Company with Vaughan Busby, the current Managing Director and CEO, taking a shareholding in the Company and the majority of other shareholders being bought out by Ian Ferrier (the current Chairman).

Vaughan's mandate was to restructure the Company in such a way as to enable a platform that would accommodate significant and sustained growth. In the last two years, the Company has grown from 8 employees to over 30, its annual sales have increased by 53% to over \$20 million in 2006 and profitability has increased from a loss of \$338,000 (NPAT) in 2005 to a profit of \$642,000 (NPAT) in 2006. Over this time, considerable development has also occurred on the IT and billing systems to ensure that the Company has a flexible and scalable back office.

The Company changed its name to Energy One Pty Ltd in 2005, reflecting not only a change in ownership but also to reflect its trading name "Energy One". In December 2004 Energy One entered a financing arrangement with Investec Bank (Australia) Limited, a wholly owned subsidiary of the Investec Group, which is an international, specialist banking group listed on the stock exchanges of London and Johannesburg. This financing arrangement provided Energy One with the necessary funds to provide the bank guarantees required by NEMMCO to support energy purchases in the wholesale market. In addition, the funding provided by Investec allowed Energy One to develop its systems and processes to the point where the Company could expand rapidly given the appropriate capitalisation.

As part of the banking relationship, Investec has been granted a call option to be issued Shares in Energy One. Investec's shareholding (pre and post the IPO) is set out in Section 1.7. Investec has a number of energy related investments both in Australia and overseas and is considered by Energy One as a strong strategic partner.

The Company has undertaken a progressive expansion which recently saw the Company obtain its retail licence in Victoria. Energy One now holds licences to retail electricity in New South Wales, Queensland, Victoria and the Australian Capital Territory. This expansion is expected to continue with an application to retail electricity in South Australia being drafted for submission. Once the application has been submitted, provided the application process goes smoothly, it is expected to take three to four months from the date of submission until a licence is granted.

State	Date licence granted
New South Wales	24 June 1997
Queensland	11 February 2000
Australian Capital Territory	29 June 2001
Victoria	22 March 2006
South Australia	Application drafted

As of June 2006, Energy One supplies electricity to more than 8,500 customers, primarily in New South Wales and Queensland. The number of customers is expected to grow as the Company commences operations in Victoria and later in South Australia. In addition, the advent of full retail contestability in Queensland represents an exciting opportunity to rapidly expand the customer base in that state.

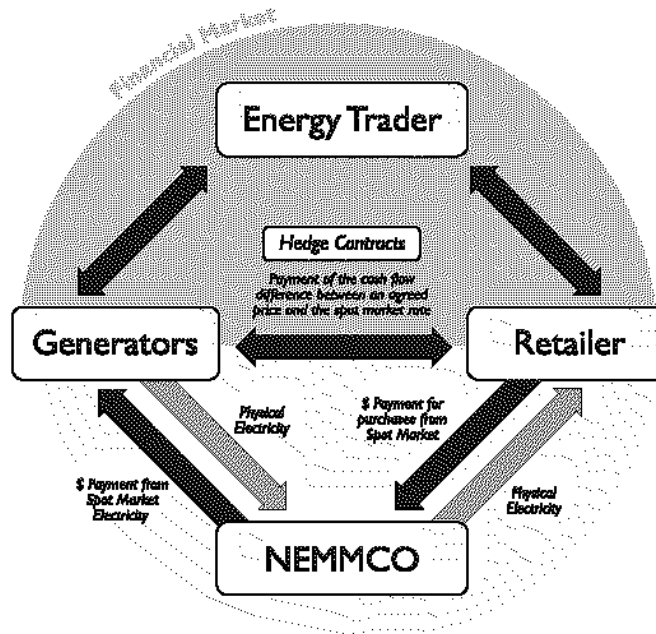
4.2 Energy purchasing and hedging

Energy One purchases its electricity directly from the National Electricity Market and resells the electricity to retail customers. To the extent it considers necessary, Energy One enters into hedging arrangements to address possible price differences between the price at which it purchases electricity and the price at which it resells the electricity.

Participants in the NEM require a means of managing the financial risks associated with the significant degree of volatility in spot market prices that occurs during trading periods. This is typically achieved by using financial contracts that lock in a firm price for electricity that will be produced or consumed at a given time in the future. These contracts serve to substantially reduce the financial exposure of market participants. They are known as derivatives, and include swaps (base load and peak contracts), one way insurance products (caps), options on these products and a variety of futures contracts. In Australia these contracts are generally covered by the Master Agreements and confirmation documentation of the International Swaps and Derivatives Association (ISDA). These contracts can be entered into under either long-term or short-term arrangements that set an agreed price (known as a "strike price") for electricity purchased from the NEM Pool. In this way, hedge contracts are financial instruments that NEM participants can use to manage the financial risk that results from potential volatility of the spot price.

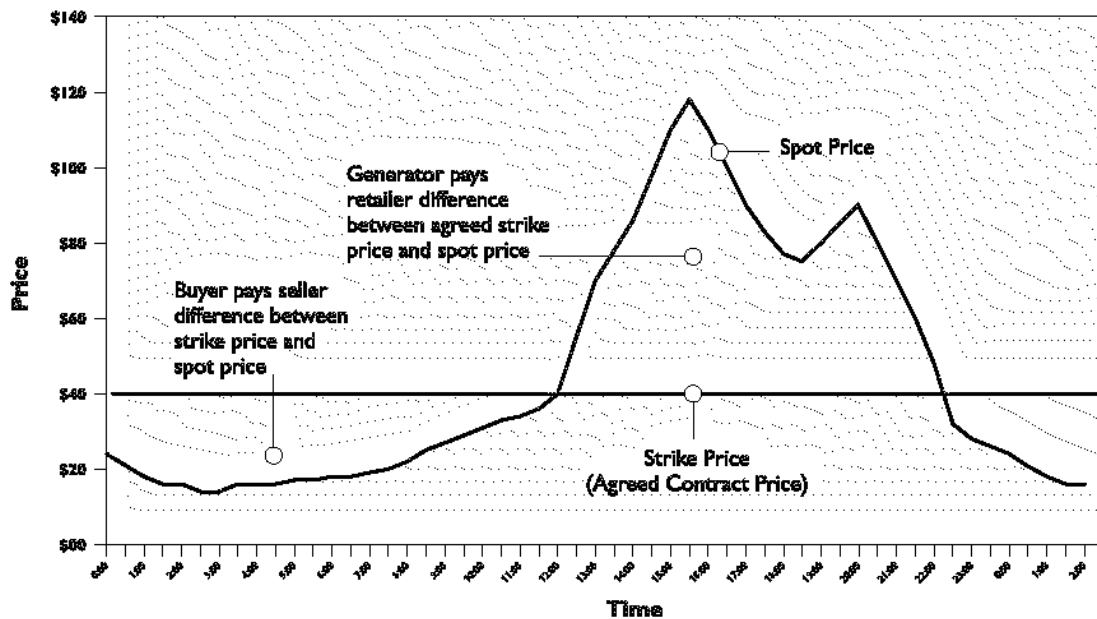
Energy One reduces the financial risk associated with the purchase of electricity through the NEM by entering into hedging contracts purchased directly from the Sydney Futures Exchange or over the counter (OTC) from counterparties such as electricity generators and banks.

Hedging Market



The basic form of a hedge contract exists where two parties agree to exchange cash against a spot price outcome in the market. This is illustrated in the diagram below:

Hedge contracts in the NEM



In this example of a hedge contract, a generator has agreed to sell electricity to a retailer at a fixed rate of

\$40/MWh. When the spot price is below the strike price, the retailer pays the difference to the generator. So, in the above example, at 4.00 am when the spot market price is \$18 the retailer would pay the \$22 difference between the agreed price of \$40 and the spot market price of \$18. The net effect for the retailer is it pays \$18 to NEMMCO for the spot market price and \$22 to the generator, equalling a net payment of \$40. The net effect for the generator is it receives \$18 from NEMMCO for the spot market price and \$22 from the retailer, equalling net receipts of \$40.

When the spot price exceeds the agreed price the generator pays the difference to the retailer. In this case at 3.00 pm when the spot market price is \$120 the generator would pay \$80, the difference between the spot market and the strike price, to the retailer. In this scenario the retailer pays \$120 to NEMMCO for the spot market price and receives \$80 from the generator, equalling a net payment of \$40. The net effect for the generator is that it receives \$120 from NEMMCO for the spot market price and pays \$80 to the retailer, equalling net receipts of \$40.

Broadly speaking Energy One uses the following products/instruments for hedging its wholesale electricity load:

(a) **Base load contract**

A base load contract provides for a fixed quantity of electricity, at a fixed price, 24 hours per day over the period of the contract, usually a year (financial or calendar) or a calendar quarter. This is one of the most common contracts traded, and is very liquid in all regions (meaning they can usually be readily bought and sold by those wishing to hedge their risk).

(b) **Peak load contract**

A peak load contract is similar to the base load contract, in that it is for a fixed quantity of electricity at a fixed price, but it only covers the "peak hours" - that is, 7.00 am to 10.00 pm on working days. Again, these contracts are very liquid.

(c) **\$300 caps**

A cap is analogous to an insurance contract, in that it restricts the maximum payment required for electricity to \$300 per hour. This provides a capped purchase price when Pool prices get very high (from \$300 per hour to \$10,000 per hour). Again, they cover a fixed volume of electricity and can cover either the base load all day every day or peak only. Generally they require an up front payment of the premium (not unlike an insurance policy).

(d) **Asian call options**

An Asian call option is a full year base load contract, for a fixed volume of electricity, at an agreed strike price. It is analogous to an insurance contract, but insures against the price over the year being higher than expected rather than on an hour by hour basis in a cap. Asian call options are one of the alternatives to base load or peak load contracts, in that they have the same effect of removing price volatility, but have some upside for the retailer if the spot price remains low over the period. They also traditionally have a lower risk premium.

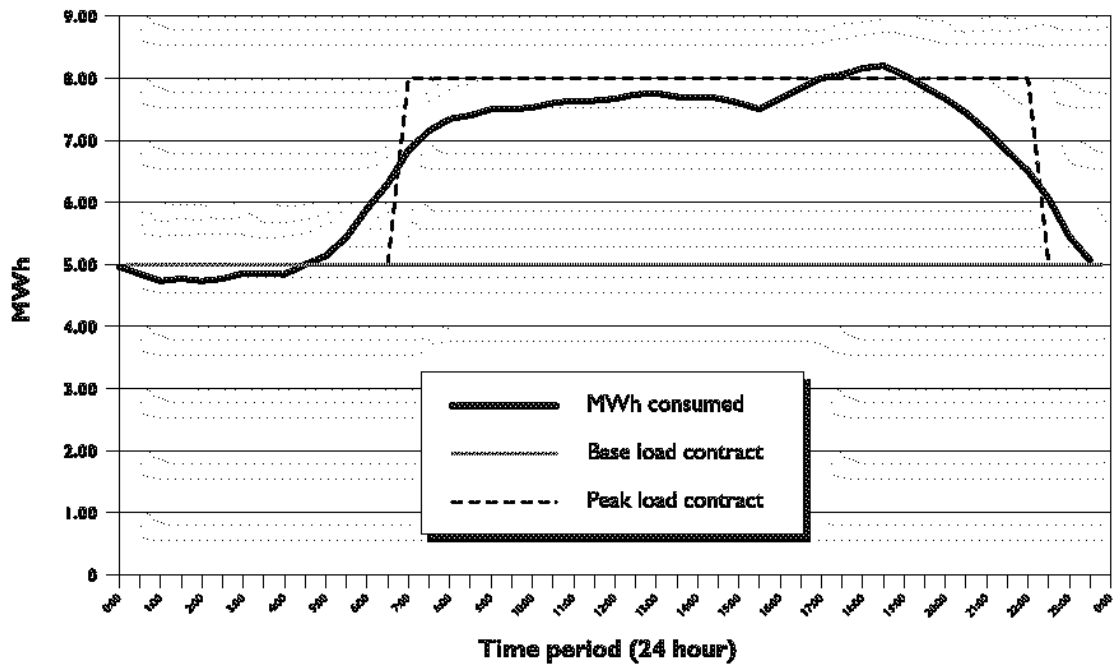
(e) **Whole of metered load swap contracts**

These contracts provide for a fixed price for a variable quantity of electricity, covering all usage by an agreed group of customers (usually on a meter by meter basis), usually for the life of the

customer's contract. This product therefore has no price risk and no volume risk, and simplifies customer pricing. The Company purchases these products in periods where the risk premium payable in respect of the products is acceptable.

Energy One continuously monitors its hedging position within the wholesale electricity market to ensure that sufficient hedging cover is maintained at all times. Energy One produces a weekly report that forecasts the future energy requirements, based on the historical profile of energy usage by individual customers. The Company's integrated billing system compares the estimated energy purchases against current hedging instruments. Energy One then purchases additional hedging instruments (or occasionally sells excess hedges) as required in order that sufficient hedging coverage is maintained within predetermined limits.

Typical summer load profile and associated hedge products utilised



The above graph illustrates an example of what a hedging profile may look like. In this example a 5MWh base load contract provides the majority of the hedge cover. An additional 3MWh peak load contract hedges the additional load between 7.00 am and 10.00 pm. In the above example, the load is over hedged between 12.00 am and 5.00 am and again between 7.00 am and 4.00 pm. In addition, there is insufficient hedging cover between 5.00 am and 7.00 am and for a short period between 6.00 pm to 7.00 pm. These over-hedged and under-hedged volumes, and their associated energy price risk, are used to calculate "value at risk" measures which are compared to limits set by the Company's Risk Management Committee. The objective of hedging is to minimise the amount of load that is unhedged while at the same time attempting not to have excessive hedge cover. Other factors that need to be considered in the assessment include changes in load profile due to changing customer usage.

Energy One's risk management committee ensures that suitable systems and processes are in place to monitor and manage the hedge position. It also establishes the overall parameters and levels of risk that are deemed acceptable to ensure, at any point in time, the Company not only has sufficient hedge cover to protect cash flows but to also ensure the Company is not over hedged, which would negatively effect profitability.

Energy One's AFS Licence requires the Company to certify and confirm by way of evidence that it has established, and will maintain, adequate risk management systems that take into account, among other things, the nature, scale and complexity of its business.

4.3 Customer base

Energy One's main focus is on profitable customers in the small to medium size enterprise market, which provides a shorter payback period on acquisition costs compared to residential customers due to larger bill sizes.

Energy One's current load is split 60/40 between New South Wales and Queensland.

In terms of customers, the New South Wales business is, in the main, represented by 2,500 small business customers. These businesses include cafes, restaurants, service stations and corner stores.

Under current regulations in Queensland, Energy One is only permitted to supply electricity to those customers who consume more than 100 MW per annum or approximately \$10,000 of electricity per annum. Energy One currently has 175 Queensland customers, which include a number of "embedded networks". An "embedded network" is where a number of retail outlets in a shopping centre or residents in a high rise apartment block are able to combine their purchasing power to enable them to enter the contestable market. As an additional service, Energy One provides a number of these larger sites with an energy management system that enables customers to make reductions on the amount of electricity consumed saving not only money but also reducing greenhouse gas emissions. This product has been well received by a number of environmentally conscious body corporate organisations.

Approximately 5,500 residential customers in Queensland are enjoying the benefits of consolidating their energy requirements and making savings by purchasing electricity in bulk from Energy One.

In New South Wales, where Energy One has been operating the longest, a number of customers have been with the Company for 8 or 9 years. In Queensland, the majority of customers have been with Energy One for at least 5 years. This loyalty is due, in part, to the personalized customer service provided by Energy One. Numerous queries are received from customers in Energy One's call centre relating to network and metering issues. Energy One acts on behalf of its customers dealing with the various agencies responsible for the delivery of electricity. A number of customers have been won simply by assisting them in dealing with outstanding issues that have been unable to be resolved with large retailers.

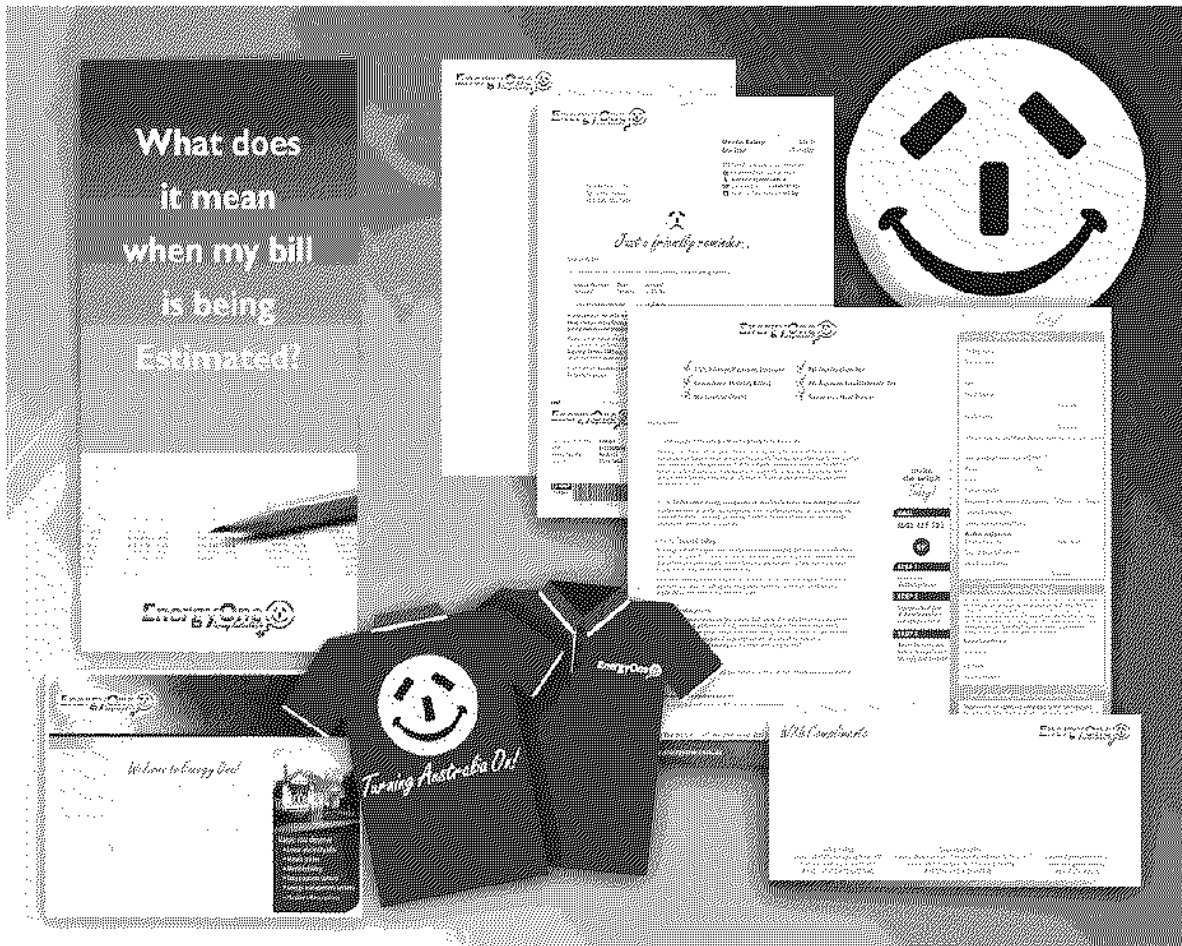
Energy One's customer churn in the small business market is in line with industry averages and relates, in the main, to the nature of small businesses changing hands or being sold.

4.4 Marketing

In order to differentiate itself from the large state owned electricity retailers, Energy One has invested in key images and bright slogans intended to establish its brand as the low cost, user friendly alternative. The strategic marketing offers consumers a "good, no strings attached deal" coupled with friendly customer service. The marketing objective is to create a friendly value brand within the electricity industry.

The Directors believe that the smiley face brand is fresh and appealing, has strong consumer recall and adds a personal and friendly identity to what is often considered a "grudge" purchase by consumers.

Energy One has trade marked the name "Energy One" and the smiley face device. In addition the business has also trade marked the tag line "Turning Australia On!".



Energy One has also continued to develop its website www.energyone.com.au. In the near future, it is anticipated that customers will be able to sign up with Energy One directly on-line. This process will reduce the cost to acquire customers and will also facilitate various marketing campaigns.

Energy One will continue to develop its marketing focus on the acquisition of customers in the SME and residential market segments and the expansion of customer acquisition into other states. Continued focus on providing efficient, friendly customer service to this market segment will also be important in realising the Company's marketing objectives. The niche marketing to small end use customers (rather than large industrial customers) will continue to set the strategic direction of the Company.

The Company currently has an outsourced door-to-door sales team of approximately eight sales professionals in New South Wales concentrating on making sales to small business customers. This sales force has been outsourced to maintain flexibility and reduce risk as the Company enters an expected growth phase.

The Company also currently outsources to an Australian based telesales team to test new market segments and cover those areas not visited by the door-to-door sales team.

Following the IPO, Energy One intends to increase both of the sales channels mentioned above (either in-house or outsourced), as well as developing new high growth sales channels such as web-based acquisition programs, residential acquisitions and acquisitions through business associations.



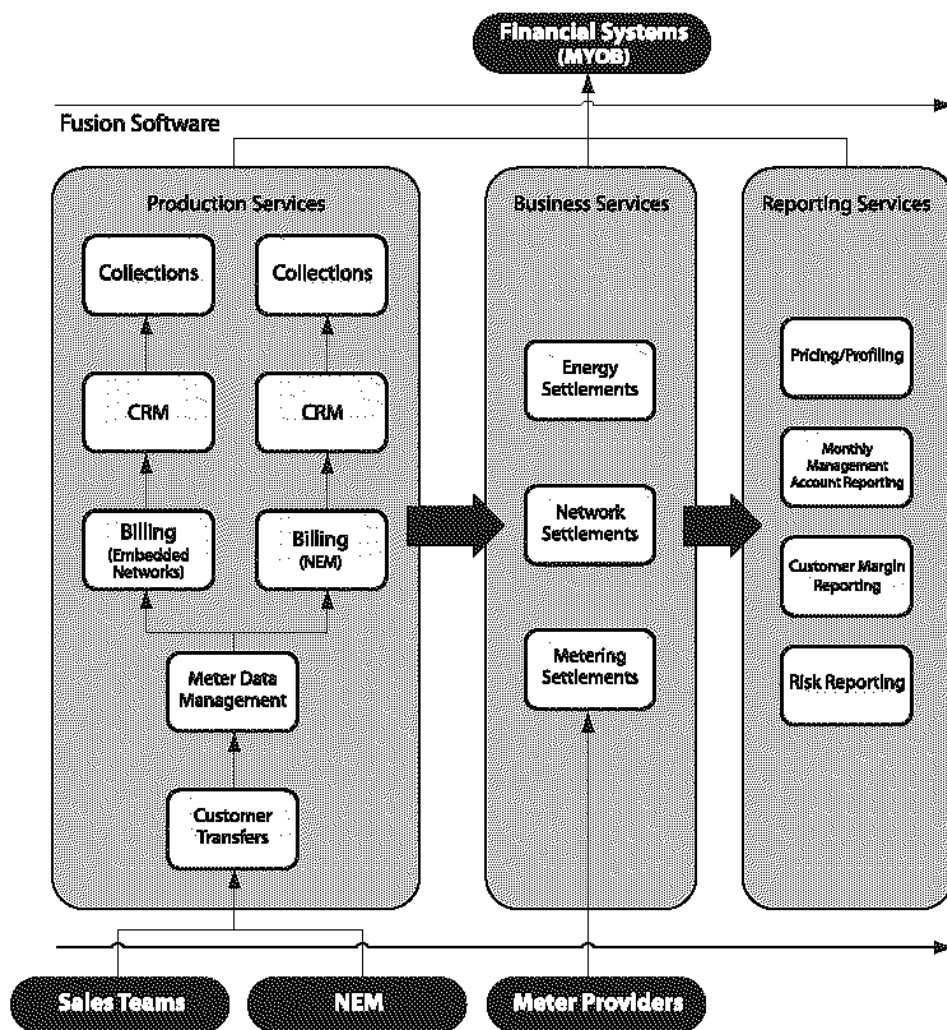
4.5 IT Systems

Energy One has developed a sophisticated IT system, integrating the different business functions involved in a retail electricity business. Energy One's management software, called "Fusion", has been developed in-house over a number of years and allows seamless communication between the various business functions, and has enabled the Company to position itself at the leading edge of customer data and profitability management.

Energy One's IT system assists the Company in maintaining its competitiveness by being able to supply customers with customised products at low prices.

The Directors are confident that the Company's existing IT systems can adequately deal with additional customers expected from the Company's anticipated growth in the medium term.

Continuous improvement of Energy One's IT system ensures that back office costs are kept to a minimum.



Energy One's proprietary billing and customer management software has 3 components:

(a) **Production services**

Energy One's production services section supports the business functions associated with the set-up, management and delivery of customer accounts. The functions available within this module of the system include:

- (i) Customer transfers – a fully integrated system which loads sales data from various sources and manages the transfer.
- (ii) Meter data management – automated meter data importing system. Energy One has implemented a series of exception based and variance based checks designed to ensure the meter data being loaded into the system is complete, correct and up-to-date.
- (iii) Billing – the software currently supports network pricing and legislative requirements across New South Wales, Victoria and Queensland. The system can be simply updated to meet the requirements of South Australian pricing when required.
- (iv) Customer relationship management – effective logging and management of customer calls, customer data management and site maintenance.
- (v) Collections – management of debtors, including the automated production of overdue and disconnection notices.

(b) **Business services**

Energy One's business services section supports the business functions associated with internal management and reporting across the range of energy related service providers. The functions available within this module include:

- (i) Energy settlements – ability to reconcile with NEMMCO energy purchases against customer sales.
- (ii) Network settlements – automated reconciliations between the purchase of network services and the sales of network services to customers.
- (iii) Metering – automated reconciliation of metering fees and charges.

(c) **Reporting services**

Energy One's reporting services section provides reports for various areas of the business enabling an understanding of Energy One's customers and market. Having the ability to report across different business functions has allowed Energy One's management to continually improve services whilst at the same time reducing costs. The functions available within this module include:

- (i) Position and risk reporting – a daily "value at risk" report allows Energy One to monitor its position within the wholesale electricity market. The report forecasts future energy requirements, based on the value of the retail contracts signed. The system compares estimated energy purchases against a register of current hedging instruments, as discussed in Section 4.2.
- (ii) Customer margin report – reporting across the billing and settlements systems a customer by customer margin report allows Energy One to better identify both profitable and non profitable customers and customer segments.
- (iii) Monthly management account reporting – Energy One's management software has a suite of reports for the preparation of the monthly management accounts (including accrual reports for energy settlements and network settlements).

4.6 Competition

4.6.1 Competitors

Energy One competes with a number of other licensed electricity retailers in each of the markets in which it is licensed to retail electricity.

Electricity is a commodity product with low levels of consumer involvement and a similarly low degree of consumer education. Competition between retailers tends to be greater in those states that have a higher degree of deregulation, such as Victoria. The states with a higher degree of deregulation have also seen the greatest number of new entrants in electricity retailing.

The competing retailers range from large government owned electricity retailers, such as Energy Australia, Integral Energy and Country Energy in New South Wales and Energex (now called Sun Retail) and Ergon Energy (now called Powerdirect) in Queensland, to the large publicly listed companies (such as AGL and Origin Energy).

Several niche electricity retailers also operate in the same jurisdictions as Energy One. For example, Jackgreen is listed on the ASX and markets renewable energy to residential customers in New South Wales and Victoria.

The Directors believe that Energy One's business model is probably closest to that of Australian Energy, which concentrated on providing services to small business customers. Australian Energy was also listed on the ASX before being acquired in April 2006 by Ergon Energy.

The nature of competition within the electricity retailing market is generally in the form of both price discounting and product differentiation, ultimately seeking to provide customers with incentives to either remain with, or switch to, another electricity retailer.

A detailed table setting out electricity retailers licensed to sell electricity to residential and small business customers in the same markets as the Company (and those who have applied for licences) is set out in Section 9.6. A brief discussion on competitive risk is set out in Section 7.8.

4.6.2 Competitive advantages

Energy One's competitive cost advantage has been driven by its industry leading billing technology. The billing software developed by Energy One has enabled the Company to increase its operating margins by performing analysis on individual and groups of customers and reducing back office costs through automating various functions. The billing system communicates efficiently across all production, business and reporting functions.

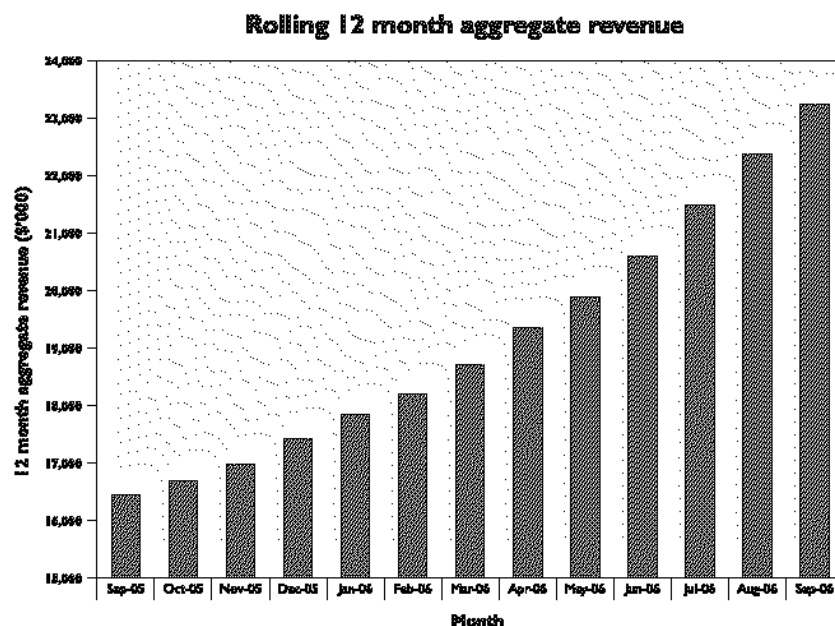
The Directors believe that Energy One maintains sustainable competitive advantages in the following areas:

- (a) IT systems – the Company's cost effective, flexible and scalable IT systems coupled with low marketing costs, means Energy One can deliver electricity to the customer competitively, on a fixed price basis and without significant merchant risk.
- (b) Value based, user friendly brand – the Company will maintain the effectiveness of its brand as a value based, user friendly alternative in a market characterised by slow moving utility based incumbent retailers.
- (c) Management – the Company has an experienced senior management team.

Energy One also offers a service whereby it performs electrical consolidations within large residential buildings or shopping centres. By performing an electrical consolidation, Energy One can establish customer price savings through the bulk purchasing of electricity via the body corporate or centre management. This, coupled with a remotely controlled energy management system supplied by Energy One, can create very significant savings for particular types of customers.

4.7 Growth prospects

Using its current sales channels, Energy One has, in the last 12 months, achieved steady and consistent growth in New South Wales. This is demonstrated in the table below, which shows the increase in aggregate revenue that has occurred each month over the last year. In the 3 months ending 30 September 2006, Energy One's rolling 12 month aggregate revenue has increased by approximately \$2.5 million to \$23.2 million or an increase of 12%.



As illustrated above, the 12 month aggregate revenue to 30 June 2006 was \$20.7 million and the 12 month

aggregate revenue to 30 September 2006 was \$23.2 million.

In July 2006 Energy One also began retailing electricity in Victoria. The Queensland market, in which Energy One already holds a retail licence, will be fully deregulated in July 2007. This represents an exciting opportunity for the Company given that the systems and processes required for operating in the Queensland market are already in place. Energy One has an office located on the Gold Coast where it currently sells electricity to large residential buildings and shopping centres.

In excess of 1.5 million contestable customers in Australia (from a possible 6.4 million) had moved to a retailer of their choice, and the churn rate is steadily growing. As can be seen in the table below, Queensland represents a significant opportunity for Energy One to grow its customer base in a substantial way, given the limited number of transfers to date in that market.

Total annual customer transfers (cumulative)					
	2002	2003	2004	2005	2006
Queensland	-	-	2,802	3,935	4,982
South Australia	-	3,908	83,601	294,251	448,653
New South Wales	30,391	125,263	219,115	427,033	695,849
Victoria	27,546	206,643	395,275	934,447	1,441,932

Note: Figures are as at 30 June for each year indicated.

Energy One customers in the 12 months to September 2006 consumed 240 GWh per annum or 0.1% of the amount consumed in Australia in 2004-5. This 0.1% for Energy One represented \$23 million in revenue.

Energy One is also considering obtaining the necessary licences to retail gas in the near future.

5. Directors and senior management

5.1 Expertise and experience

Energy One's Directors and its senior management team provide electricity industry expertise and direct retail business experience that enable Energy One to operate an effective and competitive electricity retailing business. The expertise and experience comes from:

- (a) First hand experience in both founding and operating an electricity retail business in a fully contestable market.
- (b) Having the necessary disciplines required to grow an existing business operating in multiple states governed by numerous regulators, varying legislative requirements and a diverse array of stakeholders.
- (c) Energy One has experience in implementing policies, processes and systems, including those necessary to deliver retail electricity to domestic and commercial customers in a deregulated environment in the NEM.
- (d) Operational knowledge of the customer service systems required to service competitive retail markets within Australia.

5.2 Directors

5.2.1 Ian Ferrier - CA - Chairman

Age 66. The Chairman of Energy One has overseen the business, originally in the capacity of Managing Director, since its inception in 1996. Ian's knowledge of the Australian electricity industry has been gained over the last ten years via his involvement in Energy One. Ian currently holds directorships in a number of publicly listed Australian companies including McGuigan Simeon Wines Limited, Macquarie Goodman Management Limited, Reckon Limited, Invocare Limited and Australian Oil Company Limited.



Ian established Ferrier Hodgson (the accounting and corporate recovery firm) in 1976 having spent the previous 15 years specialising in his field. Ian has over 40 years experience in the area of corporate recoveries and turnarounds. Since 1996, Ian has been responsible for the firm's expansion into Asia with offices in Tokyo, Singapore, Hong Kong, Indonesia and Malaysia.

As a company director and insolvency professional, Ian is familiar with legislative and corporate governance requirements. Ian's knowledge gained from operating a small electricity retailer in the NEM for ten years will prove invaluable as the Company grows.

5.2.2 Andrew Bonwick - B App.Sc., M Comm - Non-executive Director

Age 49. Andrew was the Managing Director of ASX listed Australian Energy Limited (now called Powerdirect). Australian Energy was a niche electricity retailer supplying electricity to customers in New South Wales, Victoria, Queensland and South Australia. During Andrew's tenure at Australian Energy (from September 2003 to April 2006), gross sales increased from approximately \$50 million per annum to more than \$120 million per annum and the share price increased from 70 cents to \$1.95 when the company was bought by Ergon Energy Limited. Prior to Australian Energy, Mr Bonwick was the Marketing Director of Yallourn Energy for 6 years, including responsibility for the AusPower retail operation and Yallourn's wholesale and regulatory activities. His career has included roles in senior management, institutional equity research and management consulting.



5.2.3 Vaughan Busby - B.Pharm, MBA - Managing Director

Age 35. Vaughan is the Chief Executive Officer and Managing Director of the Company and has been the CEO for two years. Over this time Vaughan has been focusing on restructuring the business and setting the overall strategic and financial direction to enable the Company to enter a period of rapid and sustained growth. This has included refinancing the business and introducing a more sophisticated methodology for purchasing wholesale electricity. This involved the use of derivatives to hedge the financial risk associated with electricity purchases and implementing a robust frame-work to monitor and report the hedging position on a daily basis.



Previously a director of Ferrier Hodgson, Vaughan has considerable experience in the turnaround and restructuring of businesses with emphasis on financial risk management and corporate finance. Vaughan has an MBA from IMD Business School in Switzerland.

5.2.4 Additional non-executive director

The Directors intend to identify and appoint a further non-executive director in early 2007.

5.3 Senior management

5.3.1 Key executives

The key executives of the Company are:

- (a) **Vaughan Busby - B.Pharm, MBA- Managing Director**
See Section 5.2.3.

(b) **Richard Brys - B.A. Bus Economics - Chief Operating Officer**

Richard has been with Energy One for two and a half years. During that time Richard has been responsible for managing all supplier contracts including energy purchases and network and metering services. Richard's experience in the power industry extends to the UK where he worked for Powergen in a corporate finance role. Richard has also worked for Logica developing energy trading systems for various European markets. Richard has managed the ongoing development of Energy One's proprietary billing software, Fusion, over the last two and a half years.

(c) **Joshua Rudd - Financial Controller and Company Secretary**

Joshua joined Energy One three years ago as an assistant accountant and has been the Financial Controller for the last two years. Over this time Joshua has developed an extensive understanding of Energy One and its financial and IT systems. Prior to joining Energy One, Joshua worked for a private chartered accounting firm. Joshua has an Advanced Diploma of Accounting.

(d) **Travis Waycott - National Sales Manager**

With more than 16 years experience in sales, business development and sales management, Travis brings a wealth of experience from varying industries. His specialties extend from key relationship management to revenue growth through business development of existing and new markets. Travis has held sales management roles in the food packaging, sports clothing and airline industries. He has experience in putting systems and processes in place to ensure a professional sales practice is provided to all new and existing customers.

(e) **Paul Gramenz - General Manager, Compliance**

Paul holds an Honours Degree in Electrical Engineering and has over 20 years experience in the electricity industry. Paul has worked for Origin Energy, Powercor and AGL in roles covering energy trading, business development and sales and marketing. Paul is a Fellow of the Australian Institute of Energy.

5.3.2 Energy hedging and trading

In the medium to long term, the Company may engage a full time energy trader to manage the company's hedging and energy trading activities. In the short term, the Company has the necessary capability and expertise to manage its hedging and energy trading needs.

5.4 The Board and corporate governance

The Board is dedicated to generating appropriate levels of shareholder value and financial return through performance maximisation and developing a successful, recognisable brand.

With these objectives in mind, the Board works to ensure that the Company is properly managed to enhance and protect shareholder interests, ensuring that the Company, its Directors, officers and employees operate in a suitable environment of corporate governance.

The Board has 3 sub-committees:

- (a) the Audit Committee, which meets at least bi-annually;
- (b) the Risk Committee, which meets monthly and has a comprehensive hedging review every six months; and
- (c) the Remuneration Committee, which meets at least annually.

Policies have been adopted in anticipation of the Company's ASX listing. The key principles underlying the Company's corporate governance policies are those suggested by the ASX Corporate Governance Council.

The Board is adopting the ASX Corporate Governance Council's best practice recommendations (associated with the principles) as far as is practical, given the size of the Company and its circumstances. The Company will report in its annual report the extent of compliance with the ASX recommendations and will explain why it has not adopted a recommendation if the Board considers it inappropriate in the circumstances.

6. Financial information

6.1 Introduction

This Section summarises the recent historical and forecast financial information for the Company. This financial information has been prepared by the Directors and reviewed by WHK Greenwoods (in respect of historical information) and WHK Corporate Advisory Limited (in respect of proforma financial information and forecast financial information). Copies of their Investigating Accountants' Reports are contained in Section 8. This Section should be read in the context of this Prospectus as a whole, including Section 7 (Risks). The financial information comprises:

(a) **Historical financial information**

The summary income statements for FY2004, FY2005 and FY2006 are set out in Section 6.2 and the historical balance sheet as at 30 June 2006 is set out in Section 6.5.1. The historical financial information has been derived from the audited financial statements of the Company and has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS).

(b) **Proforma financial information**

The proforma balance sheet as at 30 June 2006 set out in Section 6.5.1 is based on the historical balance sheet of the Company as at 30 June 2006 after making the proforma adjustments set out in Section 6.5.2. These proforma adjustments have been reviewed by WHK Corporate Advisory as investigating accountant and its report is contained in Section 8.2.

(c) **Directors' Forecast**

The forecast income statement set out in the table in Section 6.2 has been prepared by the Directors based on economic and business conditions prevailing as at the date of this Prospectus (Forecast). The Directors have prepared the Forecast with due care and attention. The general and specific assumptions upon which the Forecast has been prepared are detailed in Section 6.4 and a sensitivity analysis is set out in Section 6.4.5 to illustrate the effect on the Forecast of material changes to key assumptions.

The Forecast is predictive in character and is based on the best estimates of the Directors, which by their nature are subject to uncertainties and contingencies, and may be affected by inaccurate assumptions or known and unknown risks and uncertainties. Potential investors should note that the actual results achieved may vary significantly from the Forecast and any variation may have a material impact (either positively or negatively) on the future share price of the Company. Accordingly, neither the Directors nor the Company can give any assurance that the Forecast or any prospective statement contained in this Prospectus can be achieved.

As at the date of this Prospectus, there have not been any events of a material nature or any change in the business operations or financial position of the Company that may have a significant impact on the Forecast.

The financial information set out in this Prospectus has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards and the material accounting policies adopted by the Company as set out in Section 6.8. The financial information contained in this

Prospectus is presented in an abbreviated form and does not contain all of the disclosures required by Australian Accounting Standards applicable to annual reports prepared in accordance with the Corporations Act.

6.2 Summary of financial performance and Forecast

Set out below is a summary of the historical financial information and the Directors' Forecast for Energy One.

The Forecast has been prepared on the basis of the assumptions set out in Section 6.4 and should be read in conjunction with the sensitivity analysis set out in Section 6.4.5, the risk factors set out in Section 7 and the Investigating Accountants' Reports in Section 8.

Income statement Year ended 30 June (\$'000)	Historical financial information			Directors' forecast
	2004	2005	2006	2007
Revenue ¹	15,446	15,920	20,653	36,572
Less: cost of sales	(13,731)	(14,656)	(17,650)	(31,214)
Gross margin	1,715	1,264	3,003	5,358
Other income	24	13	22	-
Less: operating expenses	(1,551)	(1,448)	(2,330)	(3,310)
EBITDA ²	188	(171)	695	2,048
Less: depreciation and amortisation	(100)	(192)	(109)	(112)
EBIT	88	(363)	586	1,936
Less: net interest expense	(57)	25	(15)	(55)
Net profit before tax	31	(338)	571	1,881
Less: tax expense	-	-	71	-
Net profit after tax	31	(338)	642	1,881

Notes:

1. Revenue represents revenue from core operations and excludes dividend and interest income, proceeds from the disposal of property and other revenue.
2. Ongoing costs expected to be incurred by Energy One as a publicly listed company have been included in the Directors' Forecast but have not been included in the historical financial information.

6.3 Management discussion and analysis of historical financial information

6.3.1 Year ended 30 June 2005 compared to the year ended 30 June 2004

FY2005 revenue was consistent with FY2004 revenue.

Operating expenses in FY2004 were higher than FY2005 due to a number of one off restructuring costs, which included a number of redundancy payments and expenses associated with the relocation of Energy One's offices. Following a review of bad debts, historical bad debts were also written off during 2004.

One-off expenses associated with the recapitalization of the business were incurred during 2004. Various bank fees were incurred as a result of terminating the banking arrangements with the ANZ and entering into the Investec Facility.

Additional bank guarantees, over and above those required by NEMMCO, were also taken out to provide the business with additional headroom during this period. Due to the change in the controlling shareholders during 2004 a loan provided by the previous shareholders was repaid. The loan had been made to fund the ongoing operations of the business.

6.3.2 Year ended 30 June 2006 compared to the year ended 30 June 2005

Due to the implementation of a new sales program, FY2006 revenue increased by 30% compared to FY2005. The lower gross margin in 2005 reflects some unanticipated losses as a result of having insufficient hedging in place. The insufficient hedging was due to a delay in recapitalizing the business, which meant there was insufficient cash available to purchase the required hedging instruments. As a result the business incurred some losses during a period of volatility in the spot market for wholesale electricity.

Interest expenses were higher in FY2006 due to a full year of interest being incurred as a result of the Investec Facility. In addition, given the continued growth of the business, additional bank guarantees were required to support Energy One's purchases of electricity from the wholesale market.

Depreciation and amortisation also increased in 2006 following a considerable increase in the amount of software development that was capitalized. Development costs in 2006 related to improvements that will allow for a significant increase in customers.

6.4 Preparation of the Directors' Forecasts

6.4.1 Introduction

The Forecast has been prepared on the basis of the assumptions set out in this Section and should be read in conjunction with the sensitivity analysis set out in Section 6.4.5, the risk factors set out in Section 7 and the Investigating Accountants' Reports in Section 8.

The assumptions are intended to assist potential investors in assessing the reasonableness and possibility of the Forecast being achieved. The description of the assumptions does not constitute a representation that the assumptions will occur.

Potential investors should be aware of the proposed timing of the events and, should there be a delay in the timing from that assumed in the Forecast assumptions, this may have a material affect on the future financial performance of the Company.

6.4.2 General assumptions

The following general assumptions have been made in preparing the Forecast:

- (a) the Offer is fully subscribed and the proceeds of the \$10 million raised are allocated in accordance with the use of proceeds detailed in Section 1.6;
- (b) there are no material acquisitions or disposals of assets by the Company;
- (c) there is no material or adverse impact on Energy One from any of the following:
 - (i) changes in the statutory, legal or regulatory environment that impact the Company's ongoing operations and financial reporting;
 - (ii) changes in levies imposed by the government;
 - (iii) changes in the marketing or actions of competitors; or
 - (iv) material or adverse change in the economic conditions prevailing in the jurisdictions in which Energy One operates; and
- (d) there are no significant changes in senior management of the Company.

6.4.3 Specific revenue assumptions

Total revenue in FY2007 is forecast to increase by 77% compared to FY2006 to \$36.6 million. The key assumptions underlying management's forecast growth in revenue are explained in further detail below:

- (a) **Running load**

Revenue is a function of electricity usage per customer during the year and the price charged for this usage. Once a sale is made it can take 1-4 months for normal industry transfer processes to be completed with many customers then remaining with the Company for a number of years (based on previous experience).

The "running load" is the energy billed in a month times a factor to estimate the annualised consumption of those customers. Revenue is therefore calculated as

- (i) annualised running load at the start of the period;
- (ii) plus new sales, (the billed load from these sales being dependant on the month in which they are sold and the transfer time);
- (iii) less anticipated customer attrition (based on historical rates).

The business forecasts a sales volume of approximately 360,000 MWh for FY2007. Much of the additional revenue in FY2007 is a result of the sales that have already occurred. For example, a customer who was signed in June 2006 will have only contributed one month of sales revenue to the Company's overall FY2006 revenue. In the event that this customer remains with the Company they can reasonably be expected to generate a full 12 months of revenue in the subsequent financial year.

(b) **New South Wales customer acquisition**

Customer acquisition rates in New South Wales are assumed to occur at the same level as they have in the past 12 months (approximately 200 customers per month) with no additional cost relating to sales resources. The average volume of electricity consumed by these new customers is expected to be at similar levels as existing customers.

(c) **Queensland customer acquisition**

Customer acquisitions in Queensland are expected to accelerate with a restructuring of the sales operation in Queensland. The restructuring includes, among other things, the appointment of Travis Waycott as National Sales Manager and the employment of additional sales personnel in late 2006. Sales are forecast to increase by \$2 million in FY2007, representing an increase of 20% over FY2006. Sales for the remainder of FY2007 will focus on sales of electricity to embedded net works. No additional sales due to further deregulation in Queensland have been assumed for FY2007 given further deregulation will not occur until FY2008.

(d) **Victoria customer acquisition**

Given the Company's recent entry into the Victorian market, and the Company's lack of experience in that market, sales in FY2007 have been conservatively estimated at \$1 million, significantly less sales per applied sales resource than the Company experiences in New South Wales.

6.4.4 Specific expense assumptions

(a) **Wholesale electricity purchases**

It has been assumed the weighted average wholesale purchase price of electricity for the Company during FY2007 will be \$41.48 per MWh. The corresponding price of electricity for FY2006 was \$40.78 per MWh. This price is inclusive of the costs associated with the purchase of hedging instruments or premiums associated with hedging insurance. The actual weighted average

purchase price is dependant on a number of external factors and may be more or less. External factors may affect the purchase price of electricity including, customer demand, the performance and outcomes of various hedging instruments and the reliability of both transmission networks and generators.

(b) **Staff**

Growth in the Queensland market will be underpinned by bringing on a new National Sales Manager and additional sales personnel in late 2006. The costs associated with these changes have been included in the Forecasts.

(c) **Depreciation and amortisation**

The depreciation expense in FY2007 reflects the capital expenditure in FY2007 and prior years. Depreciation reflects current rates of system development and the continued capitalisation of software development. Software is depreciated over 5 years.

Amortisation of sales commissions reflects the growth in customer numbers and customer load and have been included in the Forecast. Commissions can be a fixed dollar amount per customer acquired or a variable cost that relates to the volume of electricity consumed depending on the sales channel. Sales costs are depreciated over the life of the contract, and any remaining cost is expensed if the customer leaves or closes its account before the end of the contract.

(d) **Capital expenditure**

The major capital expenditure item for FY2007 is \$256,000 relating to software development costs. The majority of this expense comprises wages for software developers, which are capitalised on a project by project basis.

The Company continues to pursue the outsourcing of various software development activities in an attempt to keep costs down. The developments for FY2007 relate to increasing efficiencies throughout the business via the automation of a number of tasks.

No additional computer hardware is included in the FY2007 Forecast.

(e) **Interest**

It has been assumed that, on refinancing of the Investec Facility, \$3.7 million will be cash collateralised in a term deposit to provide bank guarantees to NEMMCO. It is assumed that the interest earned on the term deposit will be 5.75% per annum. The fee for the provision of the bank guarantees for supporting wholesale electricity purchases has assumed to be at a rate of 1.5%.

(f) **Derivative financial instruments**

The forecast for FY2007 excludes potential unrealised gains and losses on revaluation of derivative financial instruments at the end of FY2007.

(g) **Tax**

Due to carried forward tax losses from previous years it has been assumed no tax will be payable in FY2007.

6.4.5 Sensitivity analysis

The Forecast has been prepared on certain economic and business assumptions about future events. A summary of the Directors' best estimate assumptions underlying the Forecast is set out in Sections 6.4.2, 6.4.3 and 6.4.4 above.

The tables below illustrate the sensitivity of the Forecast to material changes in key assumptions, in particular; the forecast revenue, EBITDA and NPAT for FY2007. The sensitivity analysis on the key variables is not intended to be exhaustive but is performed to illustrate the sensitivity of the Forecast to changes in the key variables.

Potential investors should note that the sensitivity analysis below is not meant to be treated as the Forecast and is provided with the intention of illustrating to potential investors the impact of changes to key variables of the Forecast.

The following sensitivity analysis has been prepared by amending the Directors' assumptions to illustrate the effect of:

- (a) a 10% increase/decrease in the assumed customer numbers; and
- (b) a 10% increase/decrease in the assumed electricity purchase price.

Sensitivity analysis – customer numbers

Customer numbers	-10%	Directors' Forecast year ending 30 June 2007	+10%
Total revenue	\$35.88 million	\$36.57 million	\$37.34 million
Gross profit	\$5.25 million	\$5.36 million	\$5.48 million
EBITDA	\$1.95 million	\$2.05 million	\$2.16 million
Net profit	\$1.78 million	\$1.88 million	\$1.99 million

Sensitivity analysis – electricity purchase price

Electricity purchase price	-10%	Directors' Forecast year ending 30 June 2007	+10%
Total revenue	\$36.57 million	\$36.57 million	\$36.57 million
Gross profit	\$6.47 million	\$5.36 million	\$4.14 million
EBITDA	\$3.16 million	\$2.05 million	\$0.83 million
Net profit	\$2.99 million	\$1.88 million	\$0.66 million

The two main drivers of the Company's profitability are the underlying purchase price of electricity and customer numbers. The purchase price of electricity has a much larger impact on profitability than a

corresponding increase or decrease in customer numbers. The sensitivity analysis in the tables above illustrates this point. A 10% fall in the purchase price of electricity more than compensates for a 10% decline in customer numbers. Conversely a 10% increase in the purchase price of electricity has a greater impact on profitability than a 10% increase in customer numbers. In relative terms, the purchase price of electricity has an impact 10 times greater than a corresponding change in customer numbers.

Generally, Energy One's customers may not terminate their contracts without a period of notice, however Energy One relies on the quality of its customer relationships and its ability to remain competitive in the market in order to maintain customer numbers.

6.5 Proforma consolidated balance sheet

6.5.1 Historical and proforma balance sheet

Set out below is the audited balance sheet of the Company as at 30 June 2006 together with the proforma unaudited balance sheet of the Company as at 30 June 2006 after incorporating the proforma adjustments. The historical and proforma balance sheets have been prepared in accordance with the accounting policies set out in Section 6.8.

	Audited at 30 June 2006 \$000	Proforma adjustments \$000	Notes	Proforma at 30 June 2006 \$000
Current assets				
Cash and cash equivalents	53	6,700	1,2,3,4	6,753
Trade and other receivables	4,006			4,006
Other assets	529			529
Other financial assets	<u>363</u>			<u>363</u>
Total current assets	4,951	6,700		11,651
Non-current assets				
Plant and equipment	208			208
Deferred tax asset	241			241
Intangible assets	<u>562</u>			<u>562</u>
Total non-current assets	<u>1,011</u>			<u>1,011</u>
Total assets	5,962	6,700		12,662
Current liabilities				
Trade payable and other	4,718			4,718
Short term borrowings	<u>23</u>			<u>23</u>
Total current liabilities	<u>4,741</u>			<u>4,741</u>
Total liabilities	<u>4,741</u>			<u>4,741</u>
Net assets	<u>1,221</u>	<u>6,700</u>		<u>7,921</u>
Equity				
Issued capital	1,824	6,700	1,2,3,4	8,524
Reserves	8			8
Retained profit	<u>(611)</u>			<u>(611)</u>
Total equity	<u>1,221</u>	<u>6,700</u>		<u>7,921</u>

Notes:

1. Issue of 10,000,000 shares at \$1 each, resulting in an increase in cash and issued capital of \$10,000,000.
2. Costs of capital raising of \$1 million paid and offset against issued capital.
3. Cost of option buyback from Investec for \$2.3 million to be debited against issued capital.
4. It is proposed that \$3.7 million of the \$6.7 million will be placed on term deposit as collateral for bank guarantees.

6.5.2 Proforma adjustments

The proforma balance sheet has been prepared based on the assumption that the following proposed proforma transactions had occurred as at 30 June 2006:

- (a) the issue of 10,000,000 shares at \$1.00 each issued under this Prospectus totalling \$10,000,000 (the impact of the Share issue pursuant to the Offer is to increase issued share capital and increase cash at bank);
- (b) payment of \$2.3 million to Investec (see Sections 1.6 and 9.4.4(b)); and
- (c) deducting costs of issue of Shares of \$1 million.

6.6 Cash flow

The Company's cash flow is affected by industry regulations, industry practice and the Company's processes to maximize cash flow.

The new customer cash flows are as follows:

- (a) Sales commissions are paid out to external or internal agents. These payments are typically 10-25% of one month's billings. These payments are amortised over the life of the contract.
- (b) The Company utilises in-house resources to operate the customer transfer processes.
- (c) Once the customer transfers, they start using electricity. This is paid out of the hedged portfolio, and is generally paid weekly, 4 weeks in arrears, according to the NEMMCO timetable. Some of the contracts will have different settlement arrangements. Approximately 35-45% of the customer's monthly bill is energy cost.
- (d) Once the customer transfers, the Company (and the customer) are liable for the transmission and distribution charges, representing approximately 35-45% of the billings. The invoices are sent from the distributor for the customers region either monthly or quarterly and are payable 10 days subsequently. These invoices also carry minor amounts for meter reading.
- (e) Industry regulations require the retailer to pay, immediately upon the customer transferring, credit support as insolvency insurance for the regulated distributor. This amount could be as high as 3 months estimated network bills (120% of one month's billings). These regulations have been strongly resisted by new entrant retailers, and a number of alternative and insurance arrangements are now available.

-
- (f) Customers are billed at the end of the month (commercial) or the quarter (residential) and are payable in 10 days.

Generally, a new customer is cash positive within 4-6 months of commencing billing.

The Company also budgets for sufficient working capital to fund the short-term timing differences in cash flows associated with various hedging instruments. For example, if a significant event occurs in the spot market for wholesale electricity, Energy One may have to bear the high spot market costs for three months or more, until a payout is received on a particular hedge contract. Typically those hedge contracts with longer periods until settlement occurs have lower premiums.

The Company manages its hedging strategy to balance the cash flow effects of different contracts, as well as their risk premiums and the underlying forecast cost of energy.

The effect of seasonality is explained in more detail in Section 7.6. The higher prices of wholesale electricity during summer, in particular, can often result in negative cash flows during this period.

6.7 Dividend policy

Energy One does not intend paying a dividend during the financial year ending 30 June 2007 but will instead reinvest any free cash flow into expanding the business. The Directors intend to review this policy at the end of the 2007 financial year.

6.8 Significant accounting policies

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial information. The accounting policies have been consistently applied, unless otherwise stated.

(a) **Basis of preparation**

The 30 June 2006 financial statements were the first full year financial statements to be prepared in accordance with AIFRS. AASB I First time Adoption of Australian Equivalents to International Financial Reporting Standards has been applied in preparing these financial statements.

(b) **Historical cost convention**

The financial statements have been prepared on an accruals basis under the historical cost convention, as modified by the revaluation to fair value of certain financial assets and liabilities (including derivative instruments).

(c) **Revenue recognition**

Revenue is recognised on an accruals basis to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as

revenue are net of allowances, duties and taxes paid.

Revenue is recognised on delivery of the goods and services to the customer. All revenue is stated net of the amount of goods and services tax (GST).

(d) **Customer acquisition costs**

Direct costs incurred in acquiring new customers are capitalised and amortised over the expected period that the economic benefits will flow to the Company. Remaining amounts are written off if the customer leaves before the end of the contract.

(e) **Income tax**

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantially enacted. Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

(f) **Impairment of assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

(g) **Property, plant and equipment**

Property, plant and equipment are carried at historical cost less depreciation or amortisation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation of plant and equipment is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives, at depreciation rates between 25% and 40% per annum.

(h) **Intangible assets**

Goodwill represents the excess of the cost of the acquisition of the net assets of an acquired company over the fair value of the Company's share of its net identifiable assets at the date of acquisition. Goodwill is not amortised.

Costs incurred in the development of software are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be reliably measured. Development costs have a finite estimated life of five years and are amortised

on a systematic basis matched to the future economic benefits over the useful life of the project.

(i) **Trade and other payables**

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which had not been settled at balance date.

(j) **Derivative financial instruments – futures and options**

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates its futures contracts and electricity purchase option contracts as hedges of highly probable forecast transactions (cash flow hedges).

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity in the hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are recognised in the income statement in the periods when the hedged item will affect profit or loss.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

(k) **Employee benefits**

The Company provides share-based compensation benefits to certain employees, whereby employees render services in exchange for options or shares.

The fair value of options granted after 7 November 2002 and vesting after 1 January 2005 is recognised as an employee benefit expense with a corresponding increase in equity (share-based payments reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

(l) **Issued capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

7. Business and investment risks

There are a number of factors that could impact upon the future operation and financial performance of the Company and the achievement of objectives stated in this Prospectus.

These risks should be carefully considered by investors before subscribing for Shares offered under this Prospectus. The various risks could adversely affect the value of the Company's assets and Shares. Before making any decision to subscribe for Shares, potential investors should read through all sections of this Prospectus thoroughly in order to fully appreciate the risks associated in investing in the Company and the manner and climate in which the Company intends to operate. Whilst some of these risks can be mitigated by prudent planning and business management some risks are outside the control of Energy One and cannot be mitigated.

Neither the Company nor its Directors or professional advisers can give any form of future guarantee regarding dividends, returns on capital or possible ASX trading price.

7.1 Hedging risks

Energy One utilises various futures and derivative products to hedge the financial risks of buying electricity directly from the wholesale spot market in accordance with the Company's hedging policy. The policy aims to minimise energy price risk. No guarantee can be given on the level of protection such products and policy provide. While the Company has a hedging policy in place to minimise the financial impacts of any unhedged exposure, the costs associated with any unhedged exposure may result in the Company's profitability being adversely affected by fluctuations in the spot market prices of electricity.

In order to manage its exposure to market risk, the Company currently utilizes hedging instruments including base load futures, peak load futures, \$300 base load caps, Asian call options and whole of metered load swap contracts. Please see Section 4.2 for a more detailed description of these hedging instruments.

Whilst these products are bought directly from electricity generators, through the Sydney Futures Exchange or from local or international banks that offer such products, failure of one of these counterparties could expose Energy One to a degree of counterparty risk.

7.2 IT risks

Any material damage or disruption to Energy One's IT and telecommunication systems may impair the Company's ability to provide its services and result in a significant disruption to the business and its customers. The disruption could arise as a result of events (including those beyond the Company's control), such as power loss or telecommunications network failure, improper or negligent operation of the Company's systems by employees, consultants or service providers, unauthorised physical or electronic access, general network failure or natural disasters.

In addition, the Company may be adversely affected by attacks and other forms of cyber crime, such as attempts by computer hackers to gain access to the Company's systems and databases that may cause its sites to fail and disrupt customers' dealings with the Company. While the Company employs prevention measures and disaster recovery protocols, no assurance can be given that the Company's servers and

production environment will not be adversely affected by viruses or hackers.

Any material damage to the Company's IT and telecommunications system may materially and adversely affect the Company's operations and financial performance.

7.3 Licensing issues

There can be no assurance that the Company will be able to continue to hold the applicable licences or that such licences or approvals will not be cancelled or varied so as to impose onerous conditions in respect of their continuation or renewal.

Similarly there can be no assurance that the Company will be able to obtain any new licence or approvals in those jurisdictions or elsewhere which may be necessary or desirable for the continuation or expansion of the Company's retailing operations.

The loss or variation of an existing licence or any delays in obtaining additional licences may have a material adverse effect on the Company's operating result.

7.4 Reliance on key individuals

The future success of the Company is dependent on the Directors and senior management of Energy One and their core competencies and familiarisation with the industry in which it operates. The loss of key personnel could have an adverse impact on the business. To manage this risk, the Company has entered into arrangements with key senior management and has adopted an Employee Share Plan and an Executive Option Plan to assist with incentivising and retaining its employees. No Shares or options pursuant to these plans have been issued or granted as at the date of this Prospectus.

7.5 Reliance on distributors

Under the framework of the National Electricity Market, Energy One is required to deliver electricity to its customers via existing regulated network providers. These network providers may be owned by either government agencies or by private enterprise but in both instances are regulated by state governments. Changes in government policy relating to network distribution agreements could potentially pose a risk to Energy One's business model. However, any such changes would also impact equally on the Company's competitors, which may provide some mitigation with respect to the potential outcome.

7.6 Seasonality

Electricity retailing is a seasonal business and is affected by prevailing weather conditions in several ways. The wholesale electricity spot market price is driven largely by half hourly supply and demand for electricity and unexpected periods of high spot prices or long periods of low spot prices has an effect on the pricing of hedging contracts.

During summer, electricity prices are generally higher than during winter due to higher sustained demand. Summer demand is driven mainly by air conditioning systems, which are very energy intensive to operate. During periods of very high temperatures (those above approximately 37 degrees celsius) air conditioning systems are working at high capacity creating high demand. If there is limited supply from generators prices can increase dramatically. High temperatures also reduce the efficiency of inter-connectors (high voltage transmission lines that transport electricity interstate). If there is insufficient supply in one state and surplus supply in another, electricity can be imported into a state experiencing high demand. During times of high temperatures the amount of electricity that can be transferred through inter-connectors is reduced, leading to potentially volatile prices.

During winter, cool temperatures can drive the use of electrical heaters, ovens and cook tops which all create additional demand. The seasonality of wholesale electricity prices can be seen in the table below which illustrates the prices of electricity futures (at the time of writing).

	Q1 2007 (Jan, Feb, Mar)	Q2 2007 (Apr, May, Jun)	Q3 2007 (Jul, Aug, Sep)	Q4 2007 (Oct, Nov, Dec)
NSW peak price	\$98.00	\$44.50	\$52.95	\$61.25

Supply can also be affected by generators shutting down at various times of the year for maintenance. These changes in prices may affect not only the cash flows of the business but also the profitability, and managing these risks is a key objective of the hedging policy.

While seasonality affects wholesale prices it also affects consumer demand. During a cool summer customers will generally use less electricity, the same is also true of a mild winter, which will affect volumes sold and therefore revenues.

7.7 Regulatory changes

Given that the National Electricity Market in Australia is still governed by government regulation, the Company is potentially exposed to changes in government policies and regulatory requirements (such as energy use and building specifications). However it is fair to anticipate that any such changes would also impact equally on the Company's competitors, which may provide some mitigation with respect to the potential outcome.

7.8 Competition

Energy One will continue to face competition from other retailers within the deregulated framework of the National Electricity Market. Many of these competitors are well established and well resourced. Significant movements in customer numbers or changes in retail margins due to price competition may adversely impact Energy One's profitability.

7.9 Stock market fluctuation

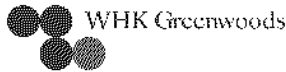
Investors should recognise that Share prices may fall as well as rise. The state of local and international stock markets as well as movements in interest rates, economic conditions and investor sentiment will all affect the price of Shares.

Shares offered under this Prospectus offer no guarantee with respect to profitability or dividends or potential trading price on the ASX. The amount received on an investor's sale of Shares may be higher or lower than the originally invested amount.

8.

Investigating Accountants' Reports

8.1 Report on historical financial information



20 November 2006

The Directors
Energy One Pty Ltd
Level 2, 122 Pitt Street
SYDNEY NSW 2000

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION

1. Introduction

The directors of Energy One Pty Limited ("the Company") have requested WHK Greenwoods to report on the Company's historical income statements for the years ended 30 June 2004, 2005 and 2006 and the historical balance sheet as at 30 June 2006. This report has been prepared for inclusion in a prospectus ("the Prospectus") to be dated on or about 20 November 2006 relating to the offer by the Company of 10,000,000 fully paid ordinary shares ("Shares") at \$1 per share to raise an amount of \$10.0 million ("the Capital Raising").

The Company will apply to the Australian Stock Exchange Limited ("ASX") for official quotation of the Shares offered under the Capital Raising within seven days after the date of the Prospectus. Expressions defined in the Prospectus have the same meaning in this report.

2. Disclosure of Interest

WHK Greenwoods does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in this matter. WHK Greenwoods is the appointed independent auditor of the Company and has conducted the audits for the years ended 30 June 2004, 2005 and 2006. WHK Greenwoods is related to WHK Corporate Advisory Limited, which has also provided a report for inclusion in the Prospectus (in respect of proforma and forecast financial information) and has received fees for its report.

Consent for the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it appears has been given. At the date of this report, this consent has not been withdrawn.

3. Background Information

The Company has operated an electricity retailing business in Eastern Australia since 1996. The purpose of the Capital Raising will be to fund the Company's future planned growth including funding increased working capital requirements and the refinancing of certain financing and guarantee facilities.

Total Financial Solutions



Liability limited by a Scheme approved under Professional Standards Regulation

WHK Greenwoods ABN 97 895 683 573
Level 15 309 Kent Street Sydney NSW 2000
Telephone 02 9262 2155 Facsimile 02 9262 2190
Email mail@whkgreenwoods.com.au
www.whkgreenwoods.com.au

4. Scope

WHK Greenwoods has conducted an independent review of the historical balance sheet as at 30 June 2006 and the historical income statements for years ended 30 June 2004, 2005 and 2006 ("the Historical Financial Information") as set out in Section 6.2 of the Prospectus.

The Directors of the Company have prepared and are responsible for the Historical Financial Information.

WHK Greenwoods is the auditor of the Company. The Historical Financial Information has been extracted from the Company's financial statements which have been audited by us. Our audit reports in respect of the years ended 30 June 2004, 2005 and 2006 were unqualified.

We have reviewed the Historical Financial Information in order to state whether, on the basis of the procedures described, anything has come to our attention that would indicate that the Historical Financial Information is not presented fairly in accordance with the measurement requirements, but not all of the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies set out in Section 6.8 of the Prospectus.

5. Review Opinion

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that the Historical Financial Information, as set out in Section 6.2 of the Prospectus, does not present fairly, in accordance with the measurement requirements, but not all of the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, the financial position of the Company as at 30 June 2006 and its results for the years ended 30 June 2004, 2005 and 2006.

6. Subsequent Events

To the best of our knowledge and belief and based on the work we have performed, as described in the scope paragraph above, there have been no material transactions or events subsequent to 30 June 2006, other than those disclosed in the Prospectus, which would require comment on, or adjustment to, the financial information referred to therein or that would cause such information included therein to be misleading.

Yours faithfully
WHK GREENWOODS



DAVID SINCLAIR
Principal

8.2 Report on proforma and forecast financial information

8.2.1 WHK Corporate Advisory Financial Services Guide

(a) Introduction

The Corporations Act requires WHK Corporate Advisory Limited ACN 001 508 363 (WHK Corporate Advisory) to provide this Financial Services Guide (FSG) in connection with its preparation and provision of an investigating accountant's report which is included in a prospectus relating to the offer of securities.

The matters covered by the FSG include:

- (i) who we are and how we can be contacted;
- (ii) what services and types of products we are authorised to provide;
- (iii) how we are remunerated;
- (iv) independence; and
- (v) complaints handling.

(b) WHK Corporate Advisory

WHK Corporate Advisory carries on business at Level 15, 309 Kent Street, Sydney NSW 2000. WHK Corporate Advisory holds an Australian Financial Services Licence (No. 239170).

(c) Services

We are authorised to:

- (i) provide financial product advice for securities; and
- (ii) deal in a financial product by applying for, acquiring, varying or disposing of a financial product on behalf of another person in respect of securities to wholesale and retail clients.

WHK Corporate Advisory does not provide any personal retail financial product advice to retail investors nor does it provide market-related advice to retail investors.

For the specific purposes of preparing and providing the Investigating Accountant's Report in Section 8.2.2, WHK Corporate Advisory Limited has not and does not accept instructions from retail clients, and has not and will not receive any remuneration from retail clients.

(d) Remuneration

When providing the Investigating Accountant's Report in Section 8.2.2, WHK Corporate Advisory's client is the entity to which it provides the report (ie, Energy One Pty Ltd). WHK Corporate Advisory Limited receives its remuneration from Energy One. In respect of the Investigating Accountant's Report in Section 8.2.2, WHK Corporate Advisory will receive a fixed fee plus reimbursement of out-of-pocket expenses.

No related body corporate of WHK Corporate Advisory, or any of the officers or employees of WHK Corporate Advisory or any associate receives any remuneration or other benefit attributable to the preparation and provision of the report.

(e) **Independence**

WHK Corporate Advisory Limited is required to be independent of Energy One in order to provide an investigating accountant's report. The guidelines for independence in the preparation of reports are set out in Practice Note 42 issued by the Australian Securities Commission (the predecessor to the Australian Securities and Investments Commission) on 8 December 1993. WHK Corporate Advisory Limited is independent of Energy One Pty Ltd.

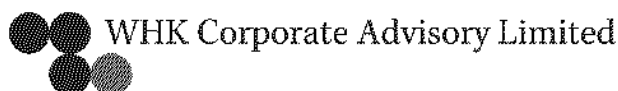
WHK Greenwoods (a professional partnership related to WHK Corporate Advisory) acts as auditor of Energy One and receives audit fees in connection with that role. WHK Greenwoods has also acted as an investigating accountant on historical financial information. Its report is included in this Prospectus and it has received fees in connection with that role.

(f) **Complaints handling**

WHK Corporate Advisory has internal complaints-handling mechanisms and is a member of the Financial Industry Complaints Services' Complaints Handling Tribunal (No. F3823).

WHK Corporate Advisory is only responsible for its Investigating Accountant's Report in Section 8.2.2 and this FSG. Complaints or questions about this Prospectus should not be directed to WHK Corporate Advisory which is not responsible for that document. WHK Corporate Advisory will not respond in any way that might involve any provision of financial product advice to any retail investor.

8.2.2 Report on proforma and forecast financial information



20 November 2006

The Directors
Energy One Pty Ltd
Level 2, 122 Pitt Street
SYDNEY NSW 2000

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT ON PROFORMA FINANCIAL INFORMATION AND FORECAST FINANCIAL INFORMATION

1. Introduction

The directors of Energy One Pty Limited ("the Company") have requested WHK Corporate Advisory Limited to report on the Company's forecast income statement for the year ending 30 June 2007 and the proforma balance sheet as at 30 June 2006. This report has been prepared for inclusion in a prospectus ("the Prospectus") to be dated on or about 20 November 2006 relating to the offer by the Company of 10,000,000 fully paid ordinary shares ("Shares") at \$1 per share to raise an amount of \$10.0 million ("the Capital Raising").

The Company will apply to the Australian Stock Exchange Limited ("ASX") for official quotation of the Shares offered under the Capital Raising within seven days after the date of the Prospectus. Expressions defined in the Prospectus have the same meaning in this report.

2. Disclosure of Interest

WHK Corporate Advisory Limited does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in this matter. WHK Corporate Advisory Limited is related to WHK Greenwoods which is the appointed independent auditor of the Company and receives fees for audit services and in connection with its report included in the Prospectus in relation to historical financial information.

Consent for the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it appears has been given. At the date of this report, this consent has not been withdrawn.

3. Background Information

The Company has operated an electricity retailing business in Eastern Australia since 1996. The purpose of the Capital Raising will be to fund the Company's future planned growth including funding increased working capital requirements and the refinancing of certain financing and guarantee facilities.

.....
A WHK Group Firm
Australian Financial Services Licence No. 231
Level 15 309 Kent Street Sydney NSW 2000
Telephone 02 9262 2155 Facsimile 02 9262 21
ABN 95 001 508 363
www.whkgreenwoods.com.au

4. Scope

4.1 Proforma Financial Information

WHK Corporate Advisory Limited has conducted an Independent review of the proforma balance sheet as at 30 June 2006, ("the Proforma Financial Information") as set out in Section 6.5 of the Prospectus.

The Directors of the Company have prepared and are responsible for the Proforma Financial Information. The purpose of the Proforma Financial Information is to show the financial effects on the Company as if the following transactions had taken place as at 30 June 2006:

- The issue of 10,000,000 shares at \$1 per share to raise \$10.0 million pursuant to the Prospectus.
- The payment of \$2.3 million as consideration for the partial buyback of the option held by Investec.
- The payment and recognition directly in equity of costs incurred by the Company in relation to the Capital Raising, estimated to be \$1.0 million.

The historical balance sheet upon which the Proforma Financial Information is based has been extracted from the Company's financial statements for the year ended 30 June 2006 which have been audited by WHK Greenwoods. The independent audit report in respect of the year ended 30 June 2006 was unqualified.

We have reviewed the Proforma Financial Information as at 30 June 2006 in order to state whether, on the basis of the procedures described, anything has come to our attention that would indicate that the Proforma Financial Information is not presented fairly in accordance with the measurement requirements, but not all of the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, as if the transactions as set out in Section 6.5.2 of the Prospectus had taken place as at 30 June 2006.

4.2 Directors' Forecast

We have conducted an independent review of the forecast income statement of the Company for the year ending 30 June 2007 ("Directors' Forecast") in order to determine whether anything has come to our attention that would indicate that:

- The assumptions, as set out in the Prospectus, do not provide a reasonable basis for the preparation of the Directors' Forecast.
- In all material respects, the Directors' Forecast is properly prepared on the basis of those assumptions.
- The Directors' Forecast is presented fairly in accordance with the recognition and measurement, but not the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies adopted by the Company and set out in Section 6.8 of the Prospectus, so as to present a view of the Company which is consistent with our understanding of its proposed operations.

4.3 Scope of Procedures

Our review has been conducted in accordance with Australian Auditing Standard AUS 902 "Review of Financial Reports" and was limited to inquiries and discussions with the Directors and personnel of the Company, reading relevant contracts, analytical review procedures applied to the financial data, the performance of limited verification procedures and comparison for consistency in application of Australian Accounting Standards and accounting policies. Our review also determined whether the proforma transactions formed a reasonable basis for the preparation of the Proforma Financial Information as set out in Section 6.5 of the Prospectus.

These procedures do not provide all of the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit of the Proforma Financial Information or the Directors' Forecast, as set out in Section 6.5 and Section 6.2 respectively of the Prospectus and, accordingly, we do not express an audit opinion on the Proforma Financial Information or the Directors' Forecast.

Forecast Information relates to events and actions that have not yet occurred and may not occur. While evidence may be available to support the assumptions on which forecast information is based, such evidence is generally future oriented and such evidence cannot be regarded as certain.

Pursuant to our terms of engagement, this report does not address the future prospects of the Company, nor does it address the risks associated with an investment in the Company.

5. Review Opinion

5.1 Proforma Financial Information

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that the Proforma Financial Information, as set out in Section 6.5 of the Prospectus, does not present fairly, in accordance with the measurement requirements, but not all of the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, the financial position of the Company as at 30 June 2006, had the proposed transactions, as set in Section 6.5.2 of the Prospectus, taken place as at 30 June 2006.

5.2 Directors' Forecast

Based on our review, which was not an audit, we have not become aware of any matter that causes us to believe that:

- the Directors' assumptions as set out in Section 6.4 of the Prospectus, when taken as a whole, do not provide a reasonable basis for the preparation of the Directors' Forecast.
- the Directors' Forecast is not properly prepared on the basis of the Directors' assumptions as set out in Section 6.4 of the Prospectus; and
- the Directors' Forecast is not presented fairly in accordance with the recognition and measurement, but not the disclosure requirements, of Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies adopted by the Company so as to present a view of the Company, which is consistent with our understanding of its proposed operations.

The assumptions underlying the Directors' Forecast are subject to significant uncertainties and contingencies that are often outside the control of the Company. Actual results are likely to be different from the Directors Forecast since anticipated events frequently do not occur as expected and the variation may be material. Accordingly, we express no opinion as to whether the Directors' Forecast will be achieved. Investors should have regard to the Sensitivity Analysis and Risk Factors set out at Sections 6.4.5 and 7 of the Prospectus, respectively.

6. Responsibility for this Report

The person responsible for preparing this report on behalf of WHK Corporate Advisory Limited is David Sinclair B Ec CA, who has significant experience in relevant matters. He is a Responsible Officer of WHK Corporate Advisory Limited pursuant to its Australian Financial Services Licence (Licence No. 239170) held under the Corporation Act 2001.

7. Subsequent Events

To the best of our knowledge and belief, and based on the work we have performed, as described in the scope paragraph above, there have been no material transactions or events subsequent to 30 June 2006, other than those disclosed in the Prospectus, which would require comment on, or adjustment to, the financial information referred to therein or that would cause such information included therein to be misleading.

Yours faithfully
WHK CORPORATE ADVISORY LIMITED

WHK Corporate Advisory

9. Additional information

9.1 Company registration

The Company was incorporated in New South Wales on 28 November 1996 as Ferrier Hodgson Electricity Pty Ltd. On 15 June 2005, the Company changed its name to Energy One Pty Ltd. As at the date of this Prospectus, Energy One is a proprietary company. However, with effect from 25 November 2006 (prior to the commencement of the Offer Period) the Company will be a public company known as Energy One Limited.

9.2 Share capital

As at the date of this Prospectus, the number of fully paid Shares is 9,820,000. If all Shares are taken up under the Offer and 2,180,000 Shares are issued to Investec (under the terms of the Option Buy-Back Deed described in Section 9.4.4(b)), the number of fully paid Shares in the Company will be 22,000,000.

9.3 Constitution and rights attaching to Shares

Fully paid ordinary shares are the only issued class of shares in the Company. The rights attaching to the Shares are set out in the Constitution and, in certain circumstances, are regulated by the general law and the Corporations Act and, following listing of the Company on ASX, will be regulated by the Listing Rules, the ASTC Settlement Rules and the ACH Clearing Rules.

The principal rights, liabilities and obligations of the Shareholders, together with other important provisions of the Constitution, are as follows:

(a) **Voting**

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and one vote on a poll for each fully paid share held. A Shareholder is not entitled to vote at a general meeting in respect of Shares which are the subject of a current Restriction Agreement for so long as any breach of that agreement subsists. Voting at any meeting of Shareholders is by a show of hands unless a poll is demanded. A poll may be demanded by at least 5 Shareholders entitled to vote on the resolution, Shareholders with at least 5% percent of the votes that may be cast on the resolution on the poll, or the chairman. The chairman has a casting vote on a show of hands or on a poll.

(b) **Dividends**

The Directors may from time to time determine to distribute the profits of the Company by way of dividend, subject to the Corporations Act and rights attaching to shares with special dividend rights. No Shares with special dividend rights are currently on issue. The Directors may declare and pay a dividend on the shares of one or more classes to the exclusion of others. If dividends are declared on shares of more than one class, the dividend declared on one class may be at a higher or lower rate than other classes. However, any dividend declared on a particular class of shares is divisible among the Shareholders in proportion to the number of shares held by them in that class.

-
- (c) **Issue of further shares**
The Directors may (subject to the restrictions on the issue of shares imposed by the Constitution, the Listing Rules and the Corporations Act) issue, grant options in respect of, or otherwise dispose of further shares on terms and conditions (including preferential, deferred or special rights, privileges or conditions, or restrictions) as they see fit. The Company in general meeting may, prior to the issue of any new shares, determine that all or any of them should be offered in the first instance to all existing members or to any particular class of Shareholder in proportion to the capital respectively held by them.
- (d) **Variation of class rights**
In accordance with the Corporations Act, the rights attached to a class of shares may be varied or cancelled with the consent in writing of the holders of at least 75% of the issued shares in the particular class, or the sanction of a special resolution passed at a meeting of the holders of shares in that class. In either case, the holders of not less than ten per cent of the votes in the class of shares whose rights have been varied or cancelled may apply to a court of competent jurisdiction to exercise its discretion to set aside such variation or cancellation.
- (e) **Transfer of Shares**
Shareholders may transfer Shares by a written transfer instrument in the usual form or by a method approved by Directors or, in the case of shares that are Approved Financial Products, by a proper transfer affected in accordance with the ASTC Settlement Rules and ACH Clearing Rules. All transfers must (to the extent applicable) comply with the Constitution, the Listing Rules, the ASTC Settlement Rules, the ACH Clearing Rules and the Corporations Act. The Directors may refuse to register a transfer of Shares or, in the case of shares that are Approved Financial Products, may request the ASTC to apply a holding lock to prevent a transfer of shares where permitted by the Listing Rules. The Directors must refuse to register a transfer of Shares or, in the case of shares that are Approved Financial Products, request ASTC to apply a holding lock to prevent a transfer of shares, where required by the Listing Rules or where the transfer is in breach of the Listing Rules or a Restriction Agreement.
- (f) **General meeting and notices**
Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution or the Corporations Act.
- (g) **Winding up**
Subject to any special resolution or preferential rights attaching to any class or classes of shares, members will be entitled on a winding up to a share in any surplus assets of the Company in proportion to the shares held by them.
- (h) **Proportional takeover provisions**
The Constitution contains provisions for Shareholder approval in relation to any proportional takeover scheme. The provision will lapse unless renewed by a special resolution of Shareholders in general meeting three years from the later of the date of registration of the Company and the date the provision was last renewed.

(i) **Directors - appointment and removal**

The minimum number of Directors is 3 and the maximum is fixed by the Directors but may not be more than 11 unless the Shareholders pass a resolution varying that number. Directors are elected at annual general meetings of the Company. Retirement will occur on a rotational basis so that one third of the Directors, including any director who has held office for 3 or more years or 3 or more annual general meetings (excluding the Managing Director), will retire at each annual general meeting of the Company. The directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing directors, who will then hold office until the next annual general meeting of the Company.

(j) **Directors - voting**

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of a tied vote, the chairman of the Board has a second or casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

(k) **Directors - remuneration**

The Directors shall be paid by way of fees for services not more than the maximum aggregate sum as may be determined by the Directors from time to time. The total amount of Directors' fees must not exceed the maximum amount which may be determined from time to time by Shareholders in general meeting. There is no current maximum amount that has been determined by Shareholders. A cap on Directors' fees will be put to Shareholders at the 2007 annual general meeting of the Company. For the financial year ending 30 June 2007, it is expected that non-executive Directors' fees will be no more than \$100,000 in total. The Constitution also makes provision for the Company to pay all reasonable expenses of Directors in attending meetings and carrying out their duties. In addition if a Director, at the request of the Board, performs additional or special duties for the Company that Director can be remunerated as determined by the Board.

(l) **Officers' indemnity**

The Company, to the extent permitted by law, indemnifies each officer of the Company against all liabilities (including costs and expenses) incurred by that person as an officer of the Company or a related body corporate of the Company.

The Company, to the extent permitted by law, may pay insurance premiums in respect of contracts insuring a Director against a liability incurred by a Director in his or her capacity as a Director.

(m) **Amendment**

The Constitution may be amended only by a special resolution passed by at least three quarters of the votes cast by Shareholders entitled to vote on the resolution. At least 28 days written notice specifying the intention to propose the resolution must be given.

9.4 Material contracts

The Directors consider that there are a number of contracts which are significant or material to the Company or of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for Shares. The main provisions of each such contract are summarized below. These summaries do not purport to be complete and are qualified in their entirety by reference to the text of the contracts themselves.

9.4.1 Escrow arrangements

Each of the Key Shareholders (and their controlling entities) have executed Restriction Agreements which, following the IPO, will restrict them from, amongst other things, disposing or agreeing to dispose of Shares held by them. The escrow arrangements apply from 24 months from the date on which the Shares are quoted on the ASX.

A Key Shareholder is permitted to transfer its Shares subject to the escrow arrangements only if:

- (a) the transfer of Shares is pursuant to an acceptance of a takeover bid in respect of all of the Shares made under Chapter 6 of the Corporations Act; or
- (b) the transfer or cancellation of shares is part of a scheme of arrangement under Part 5.1 of the Corporations Act.

Investec has agreed to enter into a Restriction Agreement on the same terms, but for a period of 12 months.

9.4.2 Underwriting Agreement

The Offer is fully underwritten by the Underwriter pursuant to an agreement dated 20 November 2006 between the Company and the Underwriter. The key items of the Underwriting Agreement are as follows:

(a) **Commission, fees and expenses**

Under the agreement, subject to successful completion of the Offer, the Company has agreed to pay to the Underwriter an underwriting commission equal to 5.0% of the total amount raised under the Offer:

In addition to the underwriting commission described above, the Company has agreed to pay the Underwriter for reasonable costs and expenses incurred by the Underwriter in relation to the Offer. The Underwriter is responsible for paying the fees of any sub-underwriters or brokers appointed by the Underwriter.

(b) **Conditions precedent**

The agreement was subject to a number of conditions precedent, all of which have been satisfied.

(c) **Termination events**

The Underwriter may terminate its obligations under the agreement immediately by written notice to the Company in the following circumstances provided that in the reasonable opinion of the Underwriter, one of the following events has or would have a material adverse affect on the Offer or could create a criminal liability or a material civil liability for the Underwriter, its officers or employees under the Corporations Act:

- (i) within the specified time frame, ASX refuses or fails to grant unconditional approval, or approval subject only to conditions within the control of the Company or the Underwriter, for Official Quotation of the Shares in the Offer;
- (ii) the Company or any of its related bodies corporate becomes insolvent or becomes externally administered (or steps are taken towards making it externally administered);
- (iii) ASIC issues a stop order under section 739 of the Corporations Act or applies for an order under section 1324B of the Corporations Act (to disclose information or publish advertisements) and the application is not dismissed or withdrawn prior to the Closing Date;
- (iv) at least one of the S&P/ASX All Ordinaries Price Index or the S&P/ASX Small Ordinaries Accumulation Index closes on any three consecutive business days at a level that is 10% or more below the level of that index at the close of business on the last business day before the date of the agreement;
- (v) the Company is in default of any of its obligations under the agreement or is in breach of a warranty and the default or breach is either incapable of remedy or is not remedied within 5 business days after it occurs;
- (vi) a Director, chief executive officer, chief financial officer or chief operating officer of the Company or any of its related bodies corporate is charged with an indictable offence relating to a financial or corporate matter;
- (vii) the Company or any of its related bodies corporate passes or takes steps to pass a resolution to give financial assistance in connection with the acquisition of its shares without the consent of the Underwriter;
- (viii) the Company or any of its related bodies corporate alters its capital structure or its constitution without the consent of the Underwriter;
- (ix) the Company or any of its related bodies corporate charges or agrees to charge the whole or substantial part of its business or property without the consent of the Underwriter (other than a charge already registered or referred to in the Prospectus);
- (x) the Company or any of its related bodies corporate ceases or threatens to cease to carry on its business or disposes of or agrees to dispose of a substantial part of its business;
- (xi) certain changes of law occur, or a policy is adopted by certain agencies, which does or is likely to have a materially adverse affect on the Offer;

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- (xii) a material contract of the Company summarised in the Prospectus is without the consent of the Underwriter materially breached by the Company or a related body corporate of the Company, terminated, significantly altered or amended or is found to be void or avoidable;
 - (xiii) there is a major outbreak or escalation of hostilities involving Australia, the United States of America or Japan;
 - (xiv) any person (other than the Underwriter) who consented to being named in, or to the issue of, the Prospectus withdraws that consent;
 - (xv) the Company or any of its related bodies corporate fails to comply with its constitution, any relevant law, a requirement of the Listing Rules or a requirement, order or request made by ASIC or any governmental agency (except to the extent the compliance is waived or exempted);
 - (xvi) any materially adverse change occurs in the financial or trading position of the Company or its related bodies corporate;
 - (xvii) official interest rates, as determined by the Reserve Bank of Australia, are increased by more than 0.5% per annum above their level as at the date of the agreement;
 - (xviii) any other event occurs which has, or is likely to have, a materially adverse affect on the Offer.

(d) **Warranties, undertakings and indemnities**

The agreement contains certain warranties by the Company relating to matters such as conduct by the Company and information provided by the Company in relation to the Prospectus and the Offer.

The agreement also imposes various obligations on the Company, including obligations in relation to promotion of the Offer and that the Company must use its best endeavours to ensure that the Shares are quoted on the ASX within 7 days of issue and comply with relevant laws and the Listing Rules.

The Company has undertaken that it will not (without the consent of the Underwriter, which consent will not be unreasonably withheld) make, agree to make or announce any issues of equity securities or any securities convertible or exchangeable into equity securities for a period of 12 months after the closing date, other than securities referred to in the Prospectus or securities issued or granted under an employee or executive share or option plan implemented by the Company.

Subject to certain exclusions relating to, among other things, fraud, recklessness, wilful misconduct and negligence, the Company indemnifies the Underwriter and its officers and employees against losses suffered and liabilities incurred (including legal costs) in connection with any breach of the agreement and other specific matters relating to the Offer.

9.4.3 AFS Licence

Under the terms of the Company's AFS Licence (No. 247139), the Company may deal in derivatives on its own account, whether for the purpose of hedging existing contacts or otherwise trading with wholesale counterparties. The Company's AFS Licence is also subject to conditions including the following:

- (a) The Company must meet certain financial requirements including being able to pay all its debts as soon as they become due and payable and having total assets that exceed total liabilities, or adjusted assets that exceed adjusted liabilities. The Company must also meet certain cash requirements in accordance with thresholds set out in the AFS Licence.
- (b) Minimum adjusted surplus liquid funds requirements apply where the Company enters into transactions with clients where the monetary liabilities of the Company are equal to greater than \$100,000 in total (excluding certain liabilities and contingent liabilities).
- (c) If the Company falls below certain financial trigger points specified in its AFS Licence, it is restricted from entering into any transactions that could give rise to further liability, contingent liability or other financial obligations. This restriction is in place until the trigger points are met or the Board certifies in writing, having conducted a reasonable enquiry into its financial position, there is no reason to believe the Company will fail to comply with the general financial services licensee obligations under the Corporations Act. The Board certification is required on a monthly basis until the trigger points are met.
- (d) The Company must lodge audit opinions with ASIC in relation to the financial requirements specified in the licence.

9.4.4 Investec agreements

(a) **Investec Facility**

The Company entered into a facility agreement with Investec dated 13 December 2004 (Investec Facility). The Investec Facility comprises a Guarantee Facility and a Loan Facility.

The Guarantee Facility provides the requisite NEMMCO bank guarantees, required from all market participants, to support the Company's purchases in the wholesale electricity market. Security for the guarantee facility was provided by personal guarantees from Ian Ferrier and Vaughan Busby.

The Loan Facility provides access to additional funds to meet the timing differences between hedge contracts and market related payments. A requirement of the working capital facility is that the facility has to be fully repaid to \$100,000 or less for a period of 10 consecutive Business Days in any given quarter.

Pursuant to the Investec Facility, Investec had an option to acquire, for \$1.00, a 35% holding in Energy One.

Pursuant to the Investec Facility, the Company has granted fixed and floating charges in favour of Investec.

On 20 November 2006, the Company entered into an Option Buy-Back Deed (Option Buy-Back Deed) and a Facility Variation Deed (Variation Deed) with Investec to vary the Investec Facility. These are summarised in Sections 9.4.4(b) and 9.4.4(c).

(b) **Option Buy-Back Deed**

Subject to:

- (i) the completion of the Offer;
- (ii) the satisfaction of ASX requirements relating to the listing of the Company; and
- (iii) the variation of the Investec Facility described in Section 9.4.4(c), the Company and Investec have agreed, in consideration for a payment of \$2.3 million (out of the Offer proceeds) from the Company to Investec, to the following:
- (iv) a split of the 35% option referred to in Section 9.4.4(a) into a 25.09% option and a 9.91% option;
- (v) a buy back of the 25.09% option; and
- (vi) the irrevocable exercise by Investec of the 9.91% option, for an aggregate exercise price of \$1.00, such that Investec will hold 9.91% of the issued capital of the Company post completion of the Offer.

This is reflected in the capital structure table in Section 1.7. If the Offer does not proceed, this option split and buy-back will be unwound to put the parties in the position that they are currently in.

(c) **Variation Deed**

Subject to:

- (i) the quotation of the Shares on the ASX;
- (ii) the payment to Investec under the Option Buy-Back Deed of \$2.3 million;
- (iii) the deposit by the Company with Investec of \$3.7 million as cash collateral in respect of bank guarantees to be provided by Investec; and
- (iv) the execution of the Option Buy-Back Deed,

the Company and Investec have agreed to modify the Investec Facility along the following lines:

- (v) Investec will continue to provide the Company with a working capital facility;
- (vi) fees and interest rates payable by the Company in respect of loan and guarantee arrangements have been reduced;
- (vii) the financial covenants have been amended in a manner which is generally more favourable to the Company; and
- (viii) personal guarantee requirements have been removed.

9.5 Employee incentive plans

9.5.1 Employee Share Plan

Energy One has adopted an Employee Share Plan under which offers may be made to eligible employees to acquire Shares via salary sacrifice.

The Board has the discretion to amend the rules of the Employee Share Plan other than certain fixed rules such as that offers must be made to at least 75% of permanent employees, that disposals may only be made under certain conditions (as described below), that there is a 5% cap on holdings (as described below) and the requirement that the plan satisfy the conditions for being a tax exempt plan.

All full-time and part-time Energy One employees with a least 6 months service are eligible to participate in the Employee Share Plan if the Board decides the employee is to receive an offer to acquire Shares under the plan. The Shares will be offered at market value, which once the Company is listed will be the volume weighted average price at which the Shares trade in the 5 trading days before the employee's application for the Shares is accepted or an alternative market value (determined under the plan) if there is no trading in that 5 day period.

Eligible employees cannot participate in the plan to the extent their participation will cause them to hold a legal or beneficial interest in more than 5% of the Shares of the Company or place them in a position to cast or control more than 5% of the maximum number of votes at a general meeting of the Company. In addition, no invitations can be issued under the plan if the total number of Shares issued under the plan and Shares that were issued in the past 5 years under other equity plans of the Company for employees exceed 5% of the total number of issued Shares.

The Company may deliver Shares by way of a new issue of Shares, a reallocation of Shares or a purchase of Shares on market.

Shares will be offered subject to a disposal restriction that Shares cannot be disposed of or otherwise dealt with for 3 years or, if earlier, until the participant ceases to be employed by the Company or a related company. The Company may apply a holding lock to all Shares acquired under the plan for the relevant restriction period.

9.5.2 Executive Option Plan

Energy One has adopted an Executive Option Plan intended to focus participating executives on Energy One's Share price growth and total Shareholder return. Under the Executive Option Plan, the Board has the discretion to grant options to executives in its discretion. One third of the options granted to a participant will vest on each of the second, third and fourth anniversaries of the date of grant. Once vested, the options become capable of exercise by the participant at the exercise price which was determined by the Board at the time of grant. Options will not carry a right to participate in new issues of securities by the Company, until exercised, although where there is a bonus issue of securities, the number of securities over which the option is exercisable may be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.

The option terms may be amended on any reconstruction of capital of the Company in accordance with the Listing Rules.

Options expire the earlier of 5 years after the date of grant, when the participant ceases to be an employee of the Company (other than by reason of death) or when the Board determines. The options granted to a participant under the plan cannot be assigned. The Board has the discretion to amend the rules of the plan from time to time.

9.6 Electricity retailers

The table below sets out electricity retailers licensed to sell electricity to residential and small business customers in the same markets as the Company (and those that have applied for licences). Licences held by Australian electricity retailers

Entity	QLD	NSW	ACT	VIC	SA
Electricity retailers					
AGL, ActewAGL Retail ¹	✓	✓	✓	✓	✓
Country Energy	✓	✓	✓	✓	✓
Energy Australia ²	✓	✓	✓	✓	✓
TRU Energy ³	✓	✓	✓	✓	✓
Energex (Sun Retail)	✓	✓	✓	✓	✓
Ergon Energy ⁴	✓	✓	✓	✓	✓
Aurora Energy	✓	✓	✓	✓	✓
Origin	✓	✓	✓	✓	✓
Integral Energy	✓	✓	✓	✓	
Energy One ⁵	✓	✓	✓	✓	
Red Energy	✓		✓	✓	✓
Jackgreen		✓		✓	✓
Momentum Energy				✓	✓
Our Energy Neighbourhood				✓	
Australian Power and Gas ⁶		✓			
Victoria Electricity ⁷	✓			✓	✓
Independent Electricity Retail Solutions ⁸		✓			
Click Energy ⁶				✓	
Generators with a retail licence ⁹					
Eraring Energy		✓			
Delta Electricity		✓			
CS Energy	✓				
Energy Brix Australia				✓	
International Power				✓	✓
Tarong Energy	✓				
Starwell	✓				
NRG Holdings					✓

Notes:

1. In South Australia the licence is held by AGL South Australia Pty Ltd. In Victoria, Queensland and NSW, the licences are held by each of AGL Sales Pty Ltd and AGL Electricity Limited.
2. Also holds licences in South Australia and Victoria jointly with Ipower Pty Ltd.
3. The licences in South Australia, Queensland, NSW, ACT and Victoria are held by each of TRUenergy Pty Ltd and TRUenergy Yallourn Pty Ltd.
4. Formerly Ergon Energy and Australian Energy Limited.
5. Energy One is to apply for a South Australian retail licence.
6. Not yet operating.
7. Licences are held by Victoria/Queensland/South Australia Electricity in each respective state.
8. These entities' core business is the generation of electricity rather than retailing (other than to several large industrial customers) and therefore they are not considered direct competitors of Energy One.
9. Sources:
 - (a) Queensland Government Department of Mines and Energy Retail Authorities (Licences) under the Electricity Act 1994 as at 27 October 2006.
 - (b) IPART (NSW) website (www.ipart.nsw.gov.au) as at 31 October 2006.
 - (c) Independent Competition and Regulatory Commission (ACT.) (www.icrc.act.gov.au/utilitieslicensing) as at 31 October 2006.
 - (d) Essential Services Commission (Victoria) website (www.esc.vic.gov.au) as at 31 October 2006.
 - (e) Essential Services Commission of South Australia website (www.escosa.sa.gov.au) as at 20 September 2006.
 - (f) Company information.
10. Much of the information in the above table is sourced from the websites listed in note 9 and is subject to the information on those websites being correct.

9.7 Taxation considerations

The comments below provide a general outline of Australian tax issues for an Australian tax resident that holds Shares on capital account. They do not apply to shareholders that are banks, insurance companies or taxpayers that carry on a business of trading in shares, or hold shares on revenue account.

These comments are based on the law in Australia in force at the time of issue of this Prospectus. Taxation laws and their interpretation, together with administrative practice, change frequently. The precise implications will depend upon each shareholder's specific circumstances. Shareholders should seek professional advice in respect of the taxation implications of holding the Shares, taking into account their specific circumstances.

9.7.1 Dividends

As at the date of this Prospectus, the Company does not intend to pay a dividend during FY2007. See Section 1.4. In any event, any dividends paid will be unfranked until such time as the Company pays income tax on its earnings.

Dividends distributed by Energy One on a Share would constitute assessable income of an Australian tax resident shareholder.

Tax resident individual shareholders should include in their assessable income the dividend actually

received, together with any imputation credit attached to that dividend. Such shareholders should be entitled to a tax offset equal to the imputation tax credit attached to the dividend to offset against the tax payable on the shareholder's taxable income. Where the imputation tax credit offset exceeds the tax payable on the shareholders' taxable income, individuals should be entitled to a tax refund.

The same treatment generally applies to corporate shareholders except that franking credits received will not give rise to a refund. Complying superannuation funds receive full tax offsets which can reduce the funds' overall tax liability. Excess franking credits may also be refundable to the complying superannuation fund.

Shareholders will, among other things, need to satisfy the "holding period" rule and "related payments" rule to be entitled to the benefit of the imputation tax credit offset outlined above. This requires that a shareholder hold the shares at risk for a period of not less than 45 days (excluding the days of acquisition and disposal) and that the benefit of the dividend is not passed on within 45 days. Shareholders should seek professional advice to determine if these requirements, as they apply to them, have been satisfied.

9.7.2 Disposal of shares

The disposal of a share by a shareholder will be a capital gains tax (CGT) event. A capital gain will arise where the capital proceeds on disposal exceed the cost base of the share (broadly the amount paid to acquire the share). The CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation fund or trust, the shares have been held for more than 12 months and certain other requirements have been met. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than a trust that is a complying superannuation entity) may be reduced by 50% after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by 33 1/3%, after offsetting current year or prior year capital losses.

A capital loss will be realized where the reduced cost base of the Share exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realized by the Shareholder in the same income year or future income year.

9.7.3 Non-residents

Non-resident shareholders should seek their own independent taxation advice regarding the taxation implications in their local jurisdiction, as well as the taxation implications in Australia. Where distributions to non-resident shareholders include franked dividends, these dividends should not be subject to Australian withholding tax. To the extent that distributions to non-residents include unfranked dividends, Energy One will withhold tax at the rate applicable to each non-resident shareholder. Non-resident shareholders may be able to claim a foreign tax credit for this tax in their country of residence.

Under current tax law, shareholders who are non-residents of Australia for tax purposes will generally not have to pay Australian tax on any capital gain when they sell or dispose of their shares, provided that they have not beneficially owned (together with associates) 10% or more of the value of the issued capital of the Company within the 5 year period before the disposal of the shares or are not held as an asset of a permanent establishment which a shareholder has in Australia.

However, this may change if the Tax Laws Amendment (2006 Measures No 4) Bill 2006 (Cth) is passed by the Commonwealth Parliament. In general terms, the changes proposed in Tax Laws Amendment (2006 Measures No 4) Bill 2006 (Cth) narrow the range of CGT assets held non-residents of Australia which are subject to Australia's CGT provisions. In general terms, most non-residents of Australia should not be subject to Australia's CGT provisions in respect of any shares. However, non-resident Shareholders should obtain independent tax advice on this measure, should it become law, if they dispose of their shares.

Non-resident Shareholders who buy and sell shares in the ordinary course of business, or acquire shares for resale at a profit, should seek their own Australian tax advice.

Individuals either becoming or ceasing to be Australian tax residents should seek advice about their particular circumstances.

9.7.4 Tax file numbers

A shareholder is not required to quote their tax file number (TFN) to Energy One. However, if TFN or exemption details are not provided, Australian tax may be required to be deducted by Energy One from distributions and/or dividends at the maximum marginal tax rate plus the Medicare levy (currently totalling 48.5%).

A shareholder that holds shares as part of an enterprise may quote their Australia Business Number instead of their TFN.

9.7.5 Goods and services tax and stamp duty

Investors should not be liable to goods and services tax and stamp duty in respect of the acquisition or disposal of the shares.

9.8 Interests of parties

9.8.1 Interests of directors, advisers and promoters

Other than as stated in Section 9.8.2 and 9.8.3, this Section 9.8.1 and elsewhere in this Prospectus:

- (a) no amount has been paid or agreed to be paid and no benefit has been given or agreed to be given to a Director, or proposed Director to induce them to become, or to qualify as, a Director of the Company; and
- (b) none of the following persons:
 - (i) a Director or proposed director of the Company;
 - (ii) each person named in the Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus;
 - (iii) a promoter of the Company; or

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- (iv) an underwriter (but not a sub-underwriter) to the Offer or a financial services licensee named in the Prospectus as a financial services licensee in the issue or sale, holds or held at any time during the last two years an interest in:
 - (v) the formation or promotion of the Company;
 - (vi) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares; or
 - (vii) the Offer of the Shares,

or was paid or given or agreed to be paid or given any amount or benefit for services provided by such person in connection with the formation or promotion of the Company or the Offer of the Shares.

9.8.2 Interests of Directors

The Directors are not required to hold any Shares under the provisions of the Company's Constitution. Set out below are details of the interests of the Directors in Shares in the Company immediately before the lodgment of the Prospectus with ASIC. Interests include those held directly or otherwise. The Directors are entitled to apply for Shares under the Offer.

Ian Ferrier	5,958,365 Shares
Vaughan Busby	2,567,623 Shares

As described in Section 9.3(k), the Constitution provides that non-executive Directors are entitled to such remuneration as determined by the Directors, which remuneration must not exceed in aggregate the maximum amount determined by the Shareholders in general meeting. No such maximum aggregate amount has yet been determined. The Directors acknowledge that, as the Company grows, the demands on the Directors will increase and the Directors' fees will be increased commensurate with their responsibilities and workload, as determined by the Board and approved by Shareholders.

For the financial year ending 30 June 2007, it is expected that non-executive Directors' fees will be no more than \$100,000 in total, divided in such manner as the Directors consider appropriate.

9.8.3 Interests and fees of parties involved in the Offer

Austock Corporate Finance Limited has acted as Underwriter and Lead Manager in relation to the Offer. The Company has agreed to pay Austock Corporate Finance Limited \$500,000 (before GST) for these services, in addition to expenses.

WHK Greenwoods has prepared the Investigating Accountant's Report in respect of historical financial information included in Section 8.1 of this Prospectus. The Company has paid \$24,000 (before GST)

for such services to the date of this Prospectus. Further amounts may be paid to WHK Greenwoods in accordance with their time-based charge-out rates. WHK Greenwoods have also performed audit services in relation to financial and accounting matters for the financial years ending 30 June 2004, 2005 and 2006.

WHK Corporate Advisory has prepared the Investigating Accountant's Report in respect of proforma and forecast financial information included in Section 8.2.2 of this Prospectus. The Company has paid \$30,000 (before GST) for such services to the date of this Prospectus.

Johnson Winter & Slattery has acted as legal adviser to the Company in connection with the Offer. The Company has paid \$100,000 (before GST) for such services to the date of this Prospectus, in addition to expenses. Further amounts may be paid to Johnson Winter & Slattery in accordance with its time-based charge-out rates.

Unless stated otherwise, all such payments have been paid or are payable in cash and subject to GST. The Company is also generally obligated to pay the out-of-pocket expenses of the advisers listed above which are included in the amounts stated.

9.9 Costs of the Offer

The expenses, connected with the Offer, which are payable by the Company, are estimated to be approximately \$1.0 million, including the costs referred to in Section 9.8.3.

9.10 Consents

In accordance with Section 716(2) of the Corporations Act, written consents on the following terms have been given by the following parties:

- (a) Austock Corporate Finance Limited has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as Underwriter and Lead Manager to the Offer in the form and context it is so named.
- (b) WHK Greenwoods has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as investigating accountant and auditor to the Company in the context it is so named and to the inclusion of statements attributed to it in Section 6 and made by it in Section 8.1 in relation to Energy One's historical financial information in the form and context in which those statements are included. WHK Greenwoods takes no responsibility for any part of this Prospectus other than any reference to its name, its Investigating Accountant's Report in Section 8.1 and statements made in this Prospectus based on that report.
- (c) WHK Corporate Advisory has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as investigating accountant to the Company in the context it is so named and to the inclusion of statements attributed to it in Section 6 and made by it in Section 8.2 in relation to Energy One's proforma and forecast financial information in the form and context in which those statements are included.

WHK Corporate Advisory takes no responsibility for any part of this Prospectus other than any reference to its name, its Investigating Accountant's Report in Section 8.2.2 and statements made in this Prospectus based on that report.

- (d) Johnson Winter & Slattery has given, and not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Company's Australian legal advisers in the form and context it is so named. Johnson Winter & Slattery takes no responsibility for any part of this Prospectus other than any reference to its name.
- (e) Registries Limited has given and has not withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. Registries Limited has not taken part in the preparation of any part of this Prospectus other than the recording of its name as share registry to the Company. Registries Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for any part of, this Prospectus.
- (f) Investec Bank (Australia) Limited has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as finance facility provider to the Company in the form and context it is so named.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgment of this Prospectus with ASIC.

9.11 Litigation and claims

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which likely to have a material adverse affect on the business or financial position of the Company.

9.12 ASIC and ASX relief

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of the paper Prospectus lodged with ASIC and the publication of notices referring to an electronic Prospectus, subject to compliance with certain provisions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Underwriter on 1800 806 362 and it will send you either a hard copy of the Prospectus or a further electronic copy of the Prospectus or both, free of charge.

Alternatively, you may obtain a copy of the Prospectus, accompanied by the Application Form, from the Company's website at www.energyone.com.au.

The Company may rely on ASIC relief provided in Class Orders 03/184 and 04/671 in relation to the issue of securities under the Employee Share Plan.

9.13 Statement of Directors

The Directors report that after due enquiries by them, in their opinion, since the date of the financial statements in the financial information in Section 6, there have not been any circumstance that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits and losses or prospects of the Company, other than as disclosed in this Prospectus.

This Prospectus is authorised by each Director of the Company who consents to its lodgment with ASIC and its issue.



Vaughan Busby
Director
20 November 2006

10. Glossary

ACH Clearing Rules means the Clearing Rules made by Australian Clearing House Pty Ltd ACN 001 314 503.

AEDT means Australian Eastern Daylight-saving Time.

AFS Licence means an Australian financial services licence.

Applicant means a person who submits an Application Form in respect of the Offer.

Application means an application made by an Applicant in an Application Form.

Application Form means the application form attached to, and forming part of, this Prospectus.

Application Monies means the Offer Price multiplied by the number of Shares in respect of which an Application has been made.

Approved Financial Products means securities of the Company which are approved by ASTC in accordance with the ASTC Settlement Rules.

ASIC means the Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited ACN 008 624 691.

ASTC means the Australian Settlement and Transfer Corporation Pty Ltd ACN 008 504 532.

ASTC Settlement Rules means the Settlement Rules made by ASTC.

Board means the Board of Directors of the Company.

Broker Firm Offer has the meaning given in Section 2.5.1.

Business Day means a day on which banks are open for general banking business in Sydney (not being a Saturday, Sunday or public holiday).

Closing Date means 5.00 pm AEDT on 21 December 2006 or such date as may be determined by the Underwriter in conjunction with the Company.

Company or **Energy One** means Energy One Pty Ltd ACN 076 583 018 which, with effect from 25 November 2006, will be a public company known as Energy One Limited ACN 076 583 018.

Constitution means the constitution of the Company, which is summarised in Section 9.3.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Directors means the Board of Directors as it is constituted from time to time.

dollars and \$ means Australian dollars.

EBIT means earnings before interest and tax.

EBITDA means earnings before interest, tax, amortisation and depreciation.

Employee Share Plan means the plan summarised in Section 9.5.1.

Executive Option Plan means the plan summarised in Section 9.5.2.

Exposure Period means the 7 day period after the date of lodgment of this Prospectus with ASIC, which period may be extended by ASIC by up to a further 7 days.

Financial Year or **FY** means the year ending 30 June in the stated year.

Forecast means the FY2007 forecast income statement set out in the table in Section 6.2.

GW means gigawatt.

GWh means gigawatt hour.

IPO means the initial public offering of Shares pursuant to this Prospectus.

Institutional Offer has the meaning given in Section 2.5.2.

Investec means Investec Bank (Australia) Limited ACN 071 292 594.

Investec Facility means the facility provided to the Company by Investec described in Section 9.4.4(a) (which will be refinanced in the manner described in Sections 9.4.4(b) and 9.4.4(c).

Investigating Accountants' Reports means the reports prepared by WHK Greenwoods (on historical financial information) and WHK Corporate Advisory (on proforma and forecast financial information) in respect of the Offer set out in Sections 8.1 and 8.2 respectively.

Key Shareholders has the meaning given in Section 1.7.

Listing Rules means the Official Rules of the ASX.

MW means megawatt.

MWh means a megawatt hour.

NEM or **National Electricity Market** has the meaning given in the National Electricity Law set out in the Schedule to the National Electricity (South Australia) Act 1996.

NEMMCO means National Electricity Market Management Company Limited ACN 072 010 327.

NPAT means net profit after tax.

Offer means the proposed offer of Shares pursuant to this Prospectus.

Offer Period means the period commencing no earlier than 30 November 2006 and ending on the Closing Date.

Offer Price means \$1.00 per Share.

Official List means the official list of entities which ASX has admitted and not removed.

Official Quotation means official quotation by ASX.

Option Buy-Back Deed has the meaning given in Section 9.4.4(a).

Pool means the wholesale electricity market managed and operated by NEMMCO.

Prospectus means this prospectus as modified or varied by any supplementary or replacement prospectus lodged with ASIC from time to time.

Restriction Agreement means an agreement restricting the sale of Shares by a Shareholder.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Registries Limited ACN 003 209 836.

Shareholder means a shareholder of the Company.

SME means a small to medium enterprise that purchases less than 160Mwh of electricity annually.

Sydney Futures Exchange means Sydney Futures Exchange Limited ACN 000 943 377.

Underwriter means Austock Corporate Finance Limited ACN 101 074 015.

Underwriting Agreement means the underwriting agreement that the Company has entered into with the Underwriter described in Section 9.4.2.

Variation Deed has the meaning given in Section 9.4.4(a).

WHK Greenwoods means the professional partnership carrying on an accounting practice in Sydney under the name "WHK Greenwoods", controlled by WHK Group Limited, a public company listed on the ASX.

WHK Corporate Advisory means WHK Corporate Advisory Limited ACN 001 508 363.

PIN CHEQUE(S) HERE

Application Form Energy One Limited

ACN 076 583 018 ("Company")

Fill out this Application Form if you want to apply for securities to be issued by the Company

- Please read the Prospectus dated 20 November 2006.
- Follow the Instructions to complete this Application Form (see reverse).
- Print clearly in capital letters using black or blue pen.

Broker Reference -- Stamp Only

Broker Code	Advisor Code
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

A Number of Shares you are applying for

x \$1.00 per Share =

B Total amount payable

\$

Minimum of 2,000 Shares to be applied for, and thereafter in multiples of 1,000 Shares.

C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Joint Applicant 2 or < Account Designation >

Joint Applicant 3 or < Account Designation >

D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESS participant – Holder Identification Number (HIN)

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Cheque Amount AUD\$
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
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I Contact telephone number (daytime/work/mobile)

J Email address

By submitting this Application Form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. Returning the Application Form with my/our cheque(s) or money order(s) for the Application Monies will constitute an irrevocable offer by me/us to subscribe for Shares. I/We agree to be bound by the constitution of the Company as amended from time to time. I/We was/were given access to a hard copy and/or an electronic version of the Prospectus together with the Application Form and are bound by the terms of the Prospectus. I/We represent, warrant and undertake to the Company that our subscription for the above securities will not cause the Company or me/us to violate any laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

GUIDE TO THE APPLICATION FORM

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

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C. Write your full name. Initials are not acceptable for first names.

D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. (NB: your registration details provided must match your CHESS account exactly).

F. Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please

enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form. However, if no TFN is quoted your dividends and distributions may be taxed at the highest marginal tax rate plus Medicare Levy.

G. Complete cheque details as requested. Make your cheque payable to "Energy One Ltd Share Offer" in Australian currency, cross it and mark it "Not Negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian bank.

I. Enter your contact details so we may contact you regarding your Application Form or Application Monies.

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Correct forms of registrable title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
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Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

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Finance Limited
PO Box 263
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Melbourne VIC 8007

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Melbourne VIC 3000

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Important Notice

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Privacy Statement

Registries Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a security holder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us on 02 9290 9600. Our privacy policy is available on our website (http://www.registriesltd.com.au/help/security_privacy.html)

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Corporate directory

Energy One Pty Ltd (Energy One Limited from 25 November 2006)
ACN 076 583 018

2/122 Pitt Street
Sydney NSW 2000
Tel: 02 8252 9898
Fax: 02 8252 9888
www.energyone.com.au

Board of Directors

Ian Ferrier	Chairman
Vaughan Busby	Managing Director
Andrew Bonwick	Non Executive Director

Underwriter and Lead Manager

Austock Corporate Finance Limited
Level 1
350 Collins Street
Melbourne VIC 3000

Solicitors

Johnson Winter & Slattery
Level 30
Australia Square
264 George Street
Sydney NSW 2000

Auditors

WHK Greenwoods
Level 15
309 Kent Street
Sydney NSW 2000

Investigating accountants

WHK Greenwoods
Level 15
309 Kent Street
Sydney NSW 2000

WHK Corporate Advisory Limited
Level 15
309 Kent Street
Sydney NSW 2000

Share registry

Registries Limited
Level 2
28 Margaret Street
Sydney NSW 2000

EnergyOne 
Turning Australia On