

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

**FORM 10-K/A
(Amendment No. 3)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 01-33522

SYNTHESIS ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

20-2110031

(I.R.S. Employer Identification No.)

Three Riverway, Suite 300, Houston, Texas

(Address of Principal Executive Offices)

77056

(Zip Code)

Registrant's telephone number, including area code: **(713) 579-0600**

Securities registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, \$.01 par value

(Title of Class)

NASDAQ Stock Market

(Name of Exchange on Which Registered)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last business day of the most recently completed first fiscal quarter, September 30, 2017, was approximately \$39.4 million.

As of October 24, 2017, there were 87,542,390 shares of the registrant's common stock outstanding, par value \$.01 per share.

EXPLANATORY NOTE

The registrant is filing this Amendment No. 3 on Form 10-K/A (“Form 10-K/A”) to its Annual Report on Form 10-K for the quarter ended June 30, 2017 as filed with the Securities and Exchange Commission on October 25, 2017, as amended by Amendment No. 1 filed on November 9, 2017 and Amendment No. 2 as filed on April 27, 2018 (together, the “Original Filing”) solely to include revised Exhibits 31.1 and 32.1, which replace the previously filed versions of those exhibits. This Form 10-K/A contains only the cover page, explanatory note, the exhibit index, signature page and the revised certifications. Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing.

Item 15. Exhibits and Financial Statement Schedules

Number	Description of Exhibits
<u>3.1</u>	<u>Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on January 31, 2007).</u>
<u>3.2</u>	<u>Certificate of Amendment to the Certificate of Incorporation of the Company dated effective December 16, 2009 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 17, 2009).</u>
<u>3.3</u>	<u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to Amendment No. 2 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on March 30, 2007).</u>
<u>3.4</u>	<u>Certificate of Amendment to the Company's Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 1, 2015).</u>
<u>4.1</u>	<u>Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on January 31, 2007).</u>
<u>4.2</u>	<u>Form of Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 25, 2014).</u>
<u>10.1</u>	<u>Cooperative Joint Venture Contract of SES (Zao Zhuang) New Gas Company Ltd. between Shandong Hai Hua Coal & Chemical Company Ltd. and Synthesis Energy Systems Investments, Inc. dated July 6, 2006 — English translation from original Chinese document (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on January 31, 2007).</u>
<u>10.2</u>	<u>Amendment to Cooperative Joint Venture Contract of SES (Zao Zhuang) New Gas Company Ltd. between Shandong Hai Hua Coal & Chemical Company Ltd. and Synthesis Energy Systems Investments, Inc. dated November 8, 2006 — English translation from original Chinese document (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on January 31, 2007).</u>
<u>10.3+</u>	<u>Consulting Agreement between the Company and Lorenzo Lamadrid dated May 30, 2006 (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on January 31, 2007).</u>
<u>10.4+</u>	<u>Amended and Restated 2005 Incentive Plan (incorporated by reference to Exhibit 10.13 to Amendment No. 3 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on May 1, 2007).</u>
<u>10.5</u>	<u>Fixed Assets Loan Contract between Synthesis Energy Systems (Zao Zhuang) New Gas Company Ltd. and Industrial and Commercial Bank of China dated March 27, 2007 — English translation from original Chinese document (incorporated by reference to Exhibit 10.16 to Amendment No. 2 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on March 30, 2007).</u>
<u>10.6</u>	<u>Second Amendment to Cooperative Joint Venture Contract of SES (Zao Zhuang) New Gas Company Ltd., between Shandong Hai Hua Coal & Chemical Company Ltd. and Synthesis Energy Systems Investments, Inc., dated February 12, 2007 — English translation from original Chinese document (incorporated by reference to Exhibit 10.6 to Amendment No. 3 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on May 1, 2007).</u>
<u>10.7</u>	<u>Co-Operative Joint Venture Contract of SES — GCL (Inner Mongolia) Coal Chemical Co., Ltd. between Inner Mongolia Golden Concord (Xilinhot) Energy Investment Co., Ltd. and Synthesis Energy Systems Investments, Inc. dated May 25, 2007 — English translation from original Chinese document (incorporated by reference to Exhibit 10.21 to Amendment No. 5 to the Company's Registration Statement (Registration No. 333-140367) on Form SB-2 filed on June 6, 2007).</u>

- [10.8](#) [Form of Indemnification Agreement between the Company and its officers and directors \(incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-KSB for the year ended June 30, 2007\).](#)
- [10.9](#) [Lease Agreement between Synthesis Energy Systems, Inc. and AVPF Riverway Ltd. dated January 14, 2008 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 31, 2008\).](#)
- [10.10+](#) [First Amendment to the Amended and Restated 2005 Incentive Plan \(incorporated by reference to Annex B to the Company's Proxy Statement on Schedule 14A filed on November 15, 2007\).](#)
- [10.11](#) [Form of Non-Statutory Stock Option Agreement \(incorporated by reference herein to Exhibit 10.8 to the Company's Current Report on Form 8-K dated April 2, 2009\).](#)
- [10.12](#) [Form of Equity Joint Venture Contract between Yima Coal Industry \(Group\) Co., Ltd. and Synthesis Energy Investment Holdings, Inc. dated August 27, 2009 — English translation from original Chinese document. \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 2, 2009\).](#)
- [10.13**](#) [Amended and Restated License Agreement by and between the Company and the Gas Technology Institute dated November 5, 2009 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 12, 2009\).](#)
- [10.14+](#) [Letter Agreement between the Company and Lorenzo Lamadrid dated August 15, 2010 \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 17, 2010\).](#)
- [10.15+](#) [Consulting Agreement between the Company and Robert Rigdon dated effective February 15, 2016 \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 11, 2016\).](#)
- [10.16+](#) [Amended and Restated Employment Agreement between the Company and DeLome Fair dated effective February 15, 2016 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 11, 2016\).](#)
- [10.17](#) [Share Purchase Agreement dated June 18, 2012 among Synthesis Energy Systems, Inc. and Hongye International Investment Group Co., Ltd. \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 19, 2012\).](#)
- [10.18](#) [Share Purchase Agreement dated June 18, 2012 among Synthesis Energy Systems, Inc. and Shanghai Zhongmo Investment Management Co., Ltd. \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 19, 2012\).](#)
- [10.19](#) [Second Amendment to the Amended and Restated 2005 Incentive Plan \(incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed on October 26, 2012\).](#)
- [10.20**](#) [Cooperation Agreement among SES \(Zao Zhuang\) New Gas Co., Ltd., Shandong Weijiao Group Xuecheng Energy Co., Ltd. and Shandong Xuejiao Chemical Co., Ltd. \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 26, 2013\).](#)
- [10.21](#) [Loan Agreement between Synthesis Energy Systems \(Zao Zhuang\) New Gas Co., Ltd and Zao Zhuang Bank dated September 10, 2013 — English translation from original Chinese document \(incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended June 30, 2013\).](#)

- [10.22](#) [Management Consulting Agreement between the Company and Market Development Consulting Group, Inc. dated November 1, 2013 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 5, 2013\).](#)
- [10.23](#) [Joint Venture Contract between Zhangjiagang Chemical Machinery Co., Ltd. and SES Asia Technologies, Ltd., dated February 14, 2014 – English translation from Chinese document \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 14, 2014\). **](#)
- [10.24](#) [Technology Usage and Contribution Agreement among SES-ZCM Clean Energy Technologies Limited, Zhangjiagang Chemical Machinery Co., Ltd. and SES Asia Technologies, Ltd., dated February 14, 2014 – English translation from Chinese document \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 14, 2014\). **](#)
- [10.25](#) [Credit Agreement between Zaozhuang Bank and Synthesis Energy Systems \(Zaozhuang\) New Gas Co., Ltd. dated October 2, 2014 \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2014\).](#)
- [10.26](#) [Working Capital Loan Contract between Zaozhuang Bank and Synthesis Energy Systems \(Zaozhuang\) New Gas Co., Ltd. dated October 2, 2014 \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2014\).](#)
- [10.27+](#) [Form of Restricted Stock Incentive Agreement for Employees \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2014\).](#)
- [10.28+](#) [Form of Restricted Stock Incentive Agreement for Directors \(incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2014\).](#)
- [10.29](#) [Non-statutory Stock Option Agreement dated March 9, 2015 between Robert Rigdon and the Company \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 13, 2015\).](#)
- [10.30](#) [Share Purchase and Investment Agreement between SES BVI and Rui Feng Enterprises Limited dated June 14, 2015 \(incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K for the year ended June 30, 2015\).](#)
- [10.31](#) [Operation and Management Agreement between ZZ Joint Venture and Shandong Saikong Automatic Equipment Company Ltd. dated June 13, 2015 \(incorporated by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K for the year ended June 30, 2015\).](#)
- [10.32](#) [Working Capital Loan Contract between Zaozhuang Bank and Synthesis Energy Systems \(Zaozhuang\) New Gas Co., Ltd. dated September 22, 2015 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 28, 2015\).](#)
- [10.33](#) [Loan Extension Agreement among Zaozhuang Bank Co., Ltd., Synthesis Energy Systems \(ZaoZhuang\) New Gas Company, Ltd., Shandong Weijiao Group Xuecheng Energy Co., Ltd. and Synthesis Energy Systems \(ZaoZhuang\) New Gas Company, Ltd. dated September 22, 2015 \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 28, 2015\).](#)
- [10.34](#) [Credit Agreement between Zaozhuang Bank and Synthesis Energy Systems \(Zaozhuang\) New Gas Co., Ltd. dated November 13, 2015 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 17, 2015\).](#)
- [10.35+](#) [2015 Long Term Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Schedule 8-K filed on November 20, 2015\).](#)

- [10.36+](#) [Form of Non-Qualified Stock Option Agreement under 2015 Long Term Incentive Plan \(incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8, File No. 208146, filed with the Commission on November 20, 2015\).](#)
- [10.37+](#) [Form of Restricted Stock Award Agreement under 2015 Long Term Incentive Plan \(incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8, File No. 208146, filed with the Commission on November 20, 2015\).](#)
- [10.38](#) [At The Market Offering Agreement dated May 13, 2016 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 13, 2016\).](#)
- [10.39](#) [Share Purchase and Investment Agreement between Synthesis Energy Systems Investments, Inc. and Shandong Weijiao Group Xuecheng Energy Co., Ltd., dated August 15, 2016 – English translation from Chinese document \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 19, 2016\).](#)
- [10.40+](#) [Amendment to Consulting Agreement between the Company and Robert Rigdon dated October 2, 2016 \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 5, 2016\).](#)
- [10.41+](#) [Amendment to Employment Letter between the Company and Scott Davis dated October 14, 2016 \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 19, 2016\).](#)
- [10.42+](#) [Consulting Agreement between the Company and Roger Ondreko dated October 14, 2016 \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on October 19, 2016\).](#)
- [10.43+](#) [Employment Letter between the Company and Chris Raczkowski dated December 16, 2016 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 20, 2016\).](#)
- [10.44+](#) [Amendment to Consulting Agreement between the Company and Robert Rigdon dated February 15, 2017 \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 22, 2017\).](#)
- [10.45+](#) [Amendment to Employment Letter between the Company and Chris Raczkowski dated June 30, 2017 \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 6, 2017\).](#)
- [10.46](#) [Restructuring Agreement dated August 18, 2017 among SES Asia Technologies Limited, Suzhou THVOW Technology Co., Ltd., and Innovative Coal Chemical Design Institute – English translation from Chinese document \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 24, 2017\).](#)
- [10.47](#) [Share Transfer Agreement dated August 18, 2017 between SES Asia Technologies Limited and Innovative Coal Chemical Design Institute – English translation from Chinese document \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 24, 2017\).](#)
- [10.48](#) [Joint Venture Contract among Suzhou THVOW Technology Co., Ltd., Innovative Coal Chemical Design Institute and SES Asia Technologies, Ltd., dated August 18, 2017 – English translation from Chinese document \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on August 24, 2017\). **](#)
- [10.49](#) [Technology Usage and Contribution Agreement among Jiangsu Tianwo-SES Clean Energy Technologies Co., Ltd., Suzhou THVOW Technology Co., Ltd., Innovative Coal Chemical Design Institute and SES Asia Technologies, Ltd., dated August 18, 2017 – English translation from Chinese document \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on August 24, 2017\). **](#)

<u>21.1</u>	<u>Subsidiaries of the Company (incorporated by reference to Exhibit 21.1 to the Company’s Annual Report on Form 10-K for the year ended June 30, 2017 filed on October 25, 2017).</u>
<u>23.1</u>	<u>Consent of BDO USA, LLP (incorporated by reference to Exhibit 23.1 to the Company’s Annual Report on Form 10-K for the year ended June 30, 2017 filed on October 25, 2017).</u>
<u>31.1*</u>	<u>Certification of Principal Executive Officer and Principal Financial Officer of Synthesis Energy Systems, Inc. pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.</u>
<u>32.1*</u>	<u>Certification of Principal Executive Officer and Principal Financial Officer of Synthesis Energy Systems, Inc. pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.</u>
101.INS	XBRL Instance Document (incorporated by reference to Exhibit 101.INS to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***
101.SCH	XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (incorporated by reference to Exhibit 101.LAB to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE to the Company’s Annual Report on Form 10-K filed on October 25, 2017).***

* Filed herewith.

** Portions of this exhibit have been omitted pursuant to a request for confidential treatment accepted by the Securities and Exchange Commission and this exhibit has been filed separately with the Securities and Exchange Commission in connection with such request.

*** In accordance with Rule 406T of Regulation S-T, the XBRL information in Exhibit 101 to this annual report on Form 10-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

+ Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNTHESIS ENERGY SYSTEMS, INC.

Date: May 16, 2018

By: /s/ DeLome Fair
DeLome Fair, President, Chief Executive Officer
and Director, and principal financial officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ DeLome Fair</u> DeLome Fair	President and Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)	May 16, 2018
<u>/s/ David Hiscocks</u> David Hiscocks	Corporate Controller (Principal Accounting Officer)	May 16, 2018
<u>/s/ Lorenzo Lamadrid</u> Lorenzo Lamadrid	Chairman of the Board	May 16, 2018
<u>/s/ Robert Rigdon</u> Robert Rigdon	Vice Chairman of the Board	May 16, 2018
<u>/s/Denis Slavich</u> Denis Slavich	Director	May 16, 2018
<u>/s/ Harry Rubin</u> Harry Rubin	Director	May 16, 2018
<u>/s/ Ziwang Xu</u> Ziwang Xu	Director	May 16, 2018
<u>/s/ Charles Brown</u> Charles Brown	Director	May 16, 2018

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a)
PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Delome Fair, certify that:

1. I have reviewed this Annual Report on Form 10-K/A (Amendment No. 3) of Synthesis Energy Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 16, 2018

/s/ Delome Fair
Delome Fair
*President, Chief Executive Officer and Director, and
principal financial officer*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Synthesis Energy Systems, Inc. (the "Company") on Form 10-K/A (Amendment No. 3) for the fiscal year ended June 30, 2017 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Delome Fair, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 16, 2018

/s/ Delome Fair
Delome Fair
*President, Chief Executive Officer and Director, and
principal financial officer*