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WINCHESTER ENERGY LIMITED
ACN 168 586 445
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Wednesday, 23 July 2025

PLACE: Level 8, 99 St Georges Terrace, Perth, Western Australia

The Meeting has been convened following requests pursuant to section 249D of the Corporations Act by members with at least 5% of the issued shares in the Company.

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 21 July 2025.

NOTICE OF MEETING

Notice is hereby given that a general meeting of Shareholders of Winchester Energy Limited ("**Company**") will be held at Level 8, 99 St Georges Terrace, Perth, Western Australia on Wednesday, 23 July 2025 at 10.00am (WST) ("**Meeting**") for the purpose of considering the business contemplated by the Resolutions below and further detailed in the Explanatory Statement.

The Meeting has been called following requests pursuant to section 249D of the Corporations Act by members with at least 5% of the issued Shares in the Company.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement.

AGENDA

Resolutions 1 to 4 are the subject of a request pursuant to section 249D of the Corporations Act by Chetan Enterprises Pty Ltd ACN 094 259 793 and Azuree Pty Ltd ACN 009 180 330 who, as at the date of receipt of the request, are registered Shareholders of the Company who together hold at least 5% of the issued Shares in the Company.

1. RESOLUTION 1 – REMOVAL OF LLOYD FLINT AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth), Mr Lloyd Flint be removed as a director of the Company with effect from the passing of this resolution."

2. RESOLUTION 2 – REMOVAL OF RICARDO GARZON RANGEL AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth) Mr Ricardo Garzon Rangel be removed as a director of the Company with effect from the passing of this resolution."

3. RESOLUTION 3 – APPOINTMENTS DURING NOTICE PERIOD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth) and the Company's constitution, any person appointed as a director of the Company during the period on, and from, 5 June 2025 and ending on the

commencement of the Meeting, be removed as a director of the Company with effect from the passing of this resolution."

4. RESOLUTION 4 – APPOINTMENT OF FRANCES LAI AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Ms Frances Lai, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this resolution."

Resolutions 5 to 7 are the subject of a request pursuant to pursuant to section 249D of the Corporations Act by Mr Hugh Wallace-Smith, Darby SMSF Pty Ltd ACN 164 219 693 and Rojo Nero Capital Pty Ltd ACN 164 249 367 who, as at the date of receipt of the request, are registered Shareholders of the Company who together hold at least 5% of the issued Shares in the Company.

5. RESOLUTION 5 – APPOINTMENT OF MR YANN CHERRUAU AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Yann Cherruau, having consented to act, be appointed as a director of Winchester Energy Limited, with effect from the end of the meeting."

6. RESOLUTION 6 – REMOVAL OF MR RORY MCGOLDRICK AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Rory McGoldrick be removed as a director of Winchester Energy Limited, with effect from the end of the meeting."

7. RESOLUTION 7 – REMOVAL OF MR IAIN SMITH AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Iain Smith be removed as a director of Winchester Energy Limited, with effect from the end of the meeting."

Dated: 20 June 2025

By order of the Board

Daniel Smith
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Chair's voting intentions

Shareholders who vote by proxy but do not nominate the identity of their proxy will be taken to have appointed the Chair as their proxy to vote on their behalf. The Chair intends to vote any proxies received **IN FAVOUR** of Resolutions 5 to 7 and **AGAINST** Resolutions 1 to 4, unless the Shareholder submitting the proxy has expressly indicated a different voting intention. In exceptional circumstances, the Chair may change his or her voting intention on any of the Resolutions, in which case the Company will make an announcement to ASX prior to the Meeting.

Voting entitlements

For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on Monday, 21 July 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.

Corporate representatives

A body corporate that is a Shareholder may elect to appoint a person to act as its representative at the Meeting in accordance with the Corporations Act. The Company may require written proof of the representative's appointment, such as the original form of appointment executed by the relevant appointor, a certified copy of that appointment or a certificate of executed by the appointor certifying the appointment of the representative for the purposes of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9486 4036.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of Winchester Energy Limited ACN 168 586 445 ("**Company**") in connection with the business to be conducted at the general meeting of the Company to be held at Level 8, 99 St Georges Terrace, Perth, Western Australia on Wednesday, 23 July 2025 at 10.00am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice. This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

1. BACKGROUND TO THE MEETING

1.1 Section 249D of the Corporations Act

Pursuant to section 249D of the Corporations Act, the directors of a company must call and arrange to hold a general meeting within 21 days of receipt of a valid request from member(s) holding at least 5% of the votes that may be cast at the general meeting. The general meeting must then be held not later than 2 months after the request has been given to the company.

The Meeting has been convened in response to two separate requests from members of the Company pursuant to section 249D of the Corporations Act to consider the composition of the Company's Board.

The Company's Board currently comprises:

- Mr Lloyd Flint (Non-Executive Chairman);
- Mr Rory McGoldrick (Executive Director);
- Mr Ricardo Garzon Rangel (Non-Executive Director); and
- Mr Iain Smith (Non-Executive Director).

Biographies of each of the existing Directors are set out in Schedule 1.

Further information regarding the requests received from members pursuant to section 249D of the Corporations Act are outlined in Sections 1.2 and 1.3 below.

1.2 Chetan Notice

As announced to ASX on 10 June 2025, the following registered Shareholders (together the, "**Chetan Requisitioners**") lodged with the Company a notice under section 249D of the Corporations Act ("**Chetan 249D Notice**"):

- (a) Chetan Enterprises Pty Ltd; and

- (b) Azuree Pty Ltd.

On the date the Chetan 249D Notice was lodged with the Company the Chetan Requisitioners were registered as the holders of Shares being not less than 5% of the total voting rights that may be cast at the Meeting.

The Chetan 249D Notice requires that the Company call a general meeting of Shareholders to consider the following resolutions:

- (a) Resolution 1 - removal of Mr Lloyd Flint as a director;
- (b) Resolution 2 - removal of Mr Ricardo Garzon Rangel as a director;
- (c) Resolution 3 - that during the period of receipt of the 249D Notice and this Meeting, any person appointed to act as a director of the Company be removed as a director; and
- (d) Resolution 4 - that Ms Frances Lai be appointed as a director of the Company.

The Chetan Requisitioners have given notice of their intention to move Resolutions 1, 2 and 3 to remove certain Directors of the Company for the purposes of section 203D of the Corporations Act. The Chetan Requisitioners have also provided the Company with a consent to act as a director of the Company executed by Ms Frances Lai, as well as a biography for Ms Lai which is set out in Schedule 2.

In accordance with section 249P of the Corporations Act, the Chetan Requisitioners may request the Company to provide a statement regarding the Resolutions to be considered at the Meeting. To this end, the Company has received a written statement from the Chetan Requisitioners which is set out in Schedule 3.

Resolutions 1 to 4 are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by the Shareholders entitled to vote at the Meeting.

If Resolutions 1 to 4 are approved, then existing Directors Mr Lloyd Flint and Mr Ricardo Garzon Rangel will be removed from the Board, and Ms Frances Lai will be appointed as a director of the Company. Accordingly, if Resolutions 1 to 4 are approved and Resolutions 5 to 7 are not approved, the Board of the Company will comprise Mr Rory McGoldrick, Mr Ian Smith and Ms Frances Lai with effect from the close of the Meeting.

For completeness, it is noted that none of Resolutions 1 to 4 are expressed to be conditional on the approval of any of the other Resolutions to be considered at the Meeting, such that it is possible that the composition of the Board following the close of the Meeting comprises other combinations of the persons the subject of Resolutions 1 to 7.

1.3 Rojo Notice

Subsequently, and as announced to ASX on 12 June 2025, the following registered Shareholders (together the, "**Rojo Requisitioners**") lodged with the Company a notice under section 249D of the Corporations Act ("**Rojo 249D Notice**"):

- (a) Mr Hugh Wallace-Smith;
- (b) Darby SMSF Pty Ltd; and

- (c) Rojo Nero Capital Pty Ltd.

On the date the Rojo 249D Notice was lodged with the Company the Rojo Requisitioners were registered as the holders of Shares being not less than 5% of the total voting rights that may be cast at the Meeting.

The Rojo 249D Notice requires that the Company call a general meeting of Shareholders to consider the following resolutions:

- (a) Resolution 5 - appointment of Mr Yann Cherruau as a director;
- (b) Resolution 6 - removal of Mr Rory McGoldrick as a director; and
- (c) Resolution 7 - removal of Mr Iain Smith as a director.

The Rojo Requisitioners have given notice of their intention to move Resolutions 6 and 7 to remove certain Directors of the Company for the purposes of section 203D of the Corporations Act. The Rojo Requisitioners have also provided the Company with a consent to act as a director of the Company executed by Mr Yann Cherruau, as well as a biography for Mr Cherruau which is set out in Schedule 2.

In accordance with section 249P of the Corporations Act, the Rojo Requisitioners may request the Company to provide a statement regarding the Resolutions to be considered at the Meeting. To this end, the Company has received a written statement from the Rojo Requisitioners which is set out in Schedule 4.

Resolutions 5 to 7 are also ordinary resolutions.

If Resolutions 5 to 7 are approved, then existing Directors Mr Rory McGoldrick and Mr Iain Smith will be removed from the Board, and Mr Yann Cherruau will be appointed as a director of the Company. Accordingly, in the absence of any person being appointed as a director of the Company prior to the Meeting, if Resolutions 5 to 7 are approved and Resolutions 1 to 4 are not approved, the Board of the Company will comprise Mr Lloyd Flint and Mr Ricardo Garzon Rangel and Mr Yann Cherruau with effect from the close of the Meeting.

For completeness, it is noted that none of Resolutions 5 to 7 are expressed to be conditional on the approval of any of the other Resolutions to be considered at the Meeting, such that it is possible that the composition of the Board following the close of the Meeting comprises other combinations of the persons the subject of Resolutions 1 to 7.

2. DIRECTORS RECOMMENDATION

As each existing Director is subject to a Resolution seeking their removal as a director of the Company, each Director declines to provide a recommendation in relation to how to vote on the Resolutions.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the board of directors of the Company as at the date of the Notice.

Chair means the chair of the Meeting.

Chetan 249D Notice has the meaning ascribed in section 1.2.

Chetan Requisitioners has the meaning ascribed in section 1.2.

Company means Winchester Energy Limited (ACN 168 586 445).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of the Notice.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rojo 249D Notice has the meaning ascribed in section 1.3.

Rojo Requisitioners has the meaning ascribed in section 1.3.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1

Biographies of Existing Directors:

Mr Lloyd Flint - Non-Executive Chairman

Mr. Flint, BAcc, FGIA and MBA is a Chartered Accountant with over 25 years' experience in the corporate and financial services arena. He has held a number of management and senior administrative positions as well as providing corporate advisory services as a consultant to corporate clients.

Mr Rory McGoldrick – Executive Director

Mr McGoldrick is a long-term shareholder of the Company and an experienced corporate lawyer/company director. He has held the position of Executive Director for Winchester since June 2024. He has broad experience in project development, corporate governance, company restructures and investor relations. Rory is also Chairman of Australasian Metals Limited (ASX:A8G) and is a founding shareholder and director of several unlisted mining and energy companies.

Mr Iain Smith – Non-Executive Director

Mr Smith is a Petroleum Geoscientist who has held commercial and senior management roles with a number of ASX listed oil and gas companies. He is currently Chief Executive Officer of Pancontinental Energy NL (ASX:PCL) prior to which he was Managing Director of Norwest Energy NL. Norwest Energy enjoyed significant exploration success within the Perth Basin and was ultimately acquired by Mineral Resources Limited in 2023.

Mr Ricardo Garzon Rangel – Non-Executive Director

Mr. Garzon Rangel is an industrial engineer and energy economist with over 15 years international experience in sourcing, managing and promoting oil and gas and mineral exploration projects. He completed his bachelor degree of Industrial Engineering at Universidad Distrital Francisco Jose de Caldas in Bogota Colombia and his MSc in Energy Economics and Management from Curtin University. Ricardo is a member of the Society of Petroleum Engineers (SPE).

SCHEDULE 2

Biographies of Proposed Directors:

Ms Frances Lai – Proposed Non-Executive Director

Frances Lai is a qualified lawyer with a double degree in Bachelor of Laws and Bachelor of Commerce (Accounting and Finance). With a strong foundation in corporate and commercial law and dispute resolution, Ms Lai brings deep expertise in advising on corporate governance, shareholder disputes, regulatory compliance, and strategic commercial negotiations.

She has significant experience in the energy and resources sector, working with both listed and unlisted entities across the full mining lifecycle—from exploration to operations. Her legal acumen is complemented by a commercial mindset, shaped by her earlier career in London as a business development Relationship Manager, where she honed her skills in stakeholder engagement and strategic growth.

Mr Yann Cherruau – Proposed Non-Executive Director

Mr. Cherruau brings more than 20 years of international experience across various sectors, including Upstream & Downstream Energy, Mining, asset and project management, and business integration. He has a proven track record in country entry, business development, mergers and acquisitions (M&A), and handling stakeholder negotiations. His expertise spans across Europe, Africa, the Middle East, and the Asia-Pacific region.

Throughout his career, Mr. Cherruau has held various leadership roles, including most recently President of Heling Minerals, where he led a significant mining exploration investment in Gabon for a French family office, and Business Development Lead for energy for the family office active in upstream, mining and energy transition investments internationally. He has extensive experience in managing complex projects and has a deep understanding of the natural resources sector.

SCHEDULE 3 – CHETAN REQUISITIONERS' STATEMENT**STATEMENT FROM CHETAN ENTERPRISES PTY LTD AND AZUREE PTY LTD
REGARDING RESOLUTIONS TO REMOVE DIRECTORS**

Dear fellow shareholders,

We have an opportunity to put in place a dynamic and experienced board of directors who are ready to take the Company in a bold new direction. Rory McGoldrick has managed to cut wasteful spending and stabilise the business over the past year, and Iain Smith has a proven track record in upstream oil & gas, particularly with his recent success at Norwest Energy NL. The proposed board of directors bring real energy, independence, and a commitment to creating value for shareholders.

In contrast, we have serious concerns about the independence of Lloyd Flint and Ricardo Garzon Rangel, and Mr Yann Cherruau (the proposed director), who have close associations with each other and with Winchester shareholder and former director, James Allchurch. We strongly believe that this association undermines their ability to act independently and in the best interests of all shareholders. Details regarding their other roles and associations are below:

Mandrake Resources Limited (ASX:MAN)	
James Allchurch	Managing Director, second largest shareholder
Lloyd Flint	Chairman
Ricardo Garzon Rangel	Chief Operations Officer

Condor Energy Limited (ASX:CND)	
James Allchurch	Top 10 shareholder, major Performance Rights holder
Lloyd Flint	Company Secretary
Ricardo Garzon Rangel	Consultant, former director (ceased 1 October 2024), shareholder, Performance Rights holder

Grand Gulf Energy Limited (ASX:GGE)	
James Allchurch	Largest shareholder
Lloyd Flint	CFO/Company Secretary
Yann Cherruau	Director

HOW TO VOTE:

Now is the time for change. Let's put in place a board that is focused only on the success of Winchester. **To support the Company's future, we encourage you to vote as follows:**

1. ☒ **FOR** the removal of Mr Lloyd Flint
2. ☒ **FOR** the removal of Mr Ricardo Garzon Rangel
3. ☒ **FOR** the removal of any directors appointed since 6 June 2025
4. ☒ **FOR** the appointment of Ms Frances Lai
5. ☒ **AGAINST** the appointment of Mr Yann Cherruau
6. ☒ **AGAINST** the removal of Mr Rory McGoldrick
7. ☒ **AGAINST** the removal of Mr Iain Smith

SCHEDULE 4 – ROJO REQUISITIONERS' STATEMENT

**STATEMENT FROM ROJO NERO CAPITAL PTY TLD, DARBY SMSF PTY LTD AND
MR HUGH WALLACE-SMITH (REQUISITIONERS)**

Dear Shareholder,

We wish to convey our frustration and disappointment with the way Winchester Energy Limited ('Winchester' or 'the Company') has been managed over the course of the last year with Mr Rory McGoldrick as Executive Director. A short review of the Company's ASX lodgements reveal little discernible activity or attempt to build shareholder value.

The market performance of Winchester has been insipid, with the share price now languishing at all-time lows of \$0.001 (under ASX rules, this is the lowest a share price can go).

The requisitioners strategy is to increase the share price of Winchester Energy Ltd through the:

- 1. **Identification of new globally significant oil and gas opportunities with immense potential upside** for a modest entry price and, by the utilisation of cutting-edge geological and geophysical techniques, to push these assets up the value curve; and
- 2. **Optimisation of current production operations in the USA** to cover the overhead costs of the Company with a view to the execution of further revenue-accretive operations once the cash position of Winchester permits.

The key is the inexpensive entry into meaningful oil and gas opportunities with huge upside which, through promotion and technical activity, will grow the value of the Company and avoid any significant dilution of existing shareholders.

We believe that the new vision for Winchester can be achieved under the management of Mr Yann Cherruau who has a proven track record in country entry, business development and mergers and acquisitions across Europe, Africa, the Middle East, and the Asia-Pacific region and with the support of Mr Lloyd Flint and Mr Ricardo Garzon Rangel who have recently participated with the very successful transformation of Condor Energy Ltd (ASX:CND) (formerly ASX:GLV).

Given appropriately qualified management with the right track record pursuing the strategy outline above, Winchester has the potential to materially increase in value in a short period of time.

We encourage you to vote as depicted below:

Resolutions		For	Against	Abstain
1	REMOVAL OF MR LLOYD FLINT AS A DIRECTOR	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	REMOVAL OF MR RICARDO GARZON RANGEL AS A DIRECTOR	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3	<u>REMOVAL</u> OF ANY DIRECTORS APPOINTED SINCE 5 JUNE 2025	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4	<u>APPOINTMENT</u> OF MS FRANCES LAI AS A DIRECTOR	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5	APPOINTMENT OF MR YANN CHERRUAU AS A DIRECTOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	REMOVAL OF MR RORY MCGOLDRICK AS A DIRECTOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<u>REMOVAL</u> OF MR IAIN SMITH AS A DIRECTOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 21 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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1300 288 664 (Within Australia)
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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Winchester Energy Limited, to be held at **10.00am (AWST) on Wednesday, 23 July 2025 at Level 8, 99 St Georges Terrace, Perth WA 6000, Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote **IN FAVOUR** of Resolutions 5 to 7 and **AGAINST** Resolutions 1 to 4, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair may change his or her voting intention on any of the Resolutions, in which case the Company will make an announcement to ASX prior to the Meeting.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 REMOVAL OF LLOYD FLINT AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 REMOVAL OF RICARDO GARZON RANGEL AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPOINTMENTS DURING NOTICE PERIOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPOINTMENT OF FRANCES LAI AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPOINTMENT OF MR YANN CHERRUAU AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 REMOVAL OF MR RORY MCGOLDRICK AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 REMOVAL OF MR IAIN SMITH AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).