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Notice of Extraordinary General Meeting

Wednesday, 20 August 2025

CHAIRMAN'S LETTER

18 July 2025

Dear Shareholders

On behalf of the Board of QPM Energy Limited (ACN 125 368 658) (**QPM**), I am pleased to invite you to QPM's extraordinary general meeting to be held at 11.00am (Brisbane time) on Wednesday, 20 August 2025 at the offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000 (**Meeting**).

At the Meeting, the formal business to be conducted includes ratifying the previous issue of 322,580,647 fully paid ordinary shares in QPM to sophisticated, experienced or professional investors under a placement.

An explanatory statement in relation to the proposed Resolution is set out in the Explanatory Memorandum.

It is an exciting time for QPM with the launch of the Isaac Energy Hub and Stage 1: 112MW Isaac Power Station. The proposed Resolution will ensure that QPM retains as much financial flexibility as possible as it progresses towards a Final Investment Decision for this project.

The enclosed Shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend. If you have any queries on how to cast your votes or comments or questions on the formal business of the Meeting, please call Mauro Piccini (Company Secretary) on +61 08 6559 1792 on or before 5.00pm (Brisbane time) on Friday, 15 August 2025.

If you have not already done so, please consider receiving all Shareholder communications electronically via your nominated email address. As a Shareholder, you will benefit from secure, convenient and prompt delivery of information, including the Notice of Meeting and Explanatory Memorandum, and will help QPM reduce its impact on the environment. You can update your communications preferences at <https://www.computershare.com/au>.

We look forward to your attendance and participation at the Meeting.

Yours faithfully

Eddie King
Chairman
QPM Energy Limited

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NOTICE OF EXTRAORDINARY GENERAL MEETING

QPM Energy Limited (ACN 125 368 658)

Notice is given that the extraordinary general meeting (**Meeting**) of QPM Energy Limited (ACN 125 368 658) (**QPM**) will be held on the following date at the following time and place:

Date	Wednesday, 20 August 2025
Time	11.00am (Brisbane time)
Place	Offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000

Special business

Resolution 1: Ratification of previous issue of Placement Shares

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 1 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 322,580,647 Placement Shares to sophisticated, experienced or professional investors at an issue price of \$0.031 per Placement Share, as set out in the Explanatory Memorandum.'

Note: Persons who participated in the issue of the Placement Shares, being sophisticated, experienced or professional investors under the Placement, and any Associates of any such persons, are restricted from voting on Resolution 1. Please refer to the voting restriction statement for Resolution 1.

The Directors unanimously recommend that you vote **in favour** of Resolution 1.

Dated 18 July 2025

By order of the Board

Mauro Piccini
Company Secretary
QPM Energy Limited

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Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder of QPM. 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.
- (b) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (c) If the proxy form specifies the way the proxy is to vote on the Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (d) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (e) If the proxy is the Chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the Chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (g) If the proxy form specifies the way the proxy is to vote on the Resolution and the proxy is not the Chair of the Meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the Chair of the Meeting is deemed the proxy for the Resolution.
- (h) A corporation may elect to appoint a representative, rather than appoint a proxy, under the *Corporations Act 2001* (Cth) in which case QPM will require written proof of the representative's appointment which must be lodged with or presented to QPM before the Meeting.
- (i) If you wish to appoint a proxy, to be effective, proxy forms must be received by QPM at its registered office, or received by QPM's share registry, no later than 11.00am (Brisbane time) on Monday, 18 August 2025.
- (j) QPM has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in QPM's register of Shareholders as at 7.00pm (Brisbane time) on Monday, 18 August 2025.
- (k) If you have any queries on how to cast your votes, please call Mauro Piccini (Company Secretary) on +61 413 252 094 during business hours.

Voting restrictions

Resolution 1 – Ratification of previous issue of Placement Shares

In accordance with ASX Listing Rule 14.11, QPM will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue of the Placement Shares the subject of Resolution 1 (being sophisticated, experienced or professional investors under the Placement), or any Associate of any such person.

However, QPM need not disregard a vote cast in favour of Resolution 1 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 1 as the Chair of the Meeting decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY MEMORANDUM

QPM Energy Limited (ACN 125 368 658)

This Explanatory Memorandum accompanies the notice of extraordinary general meeting (**Notice of Meeting**) of QPM to be held at 11.00am (Brisbane time) on Wednesday, 20 August 2025 at the offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland, 4000 (**Meeting**).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolution set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Special business

Resolution 1: Ratification of previous issue of Placement Shares

General

- 1 As announced by QPM to ASX on 30 June 2025, QPM undertook a placement of 322,580,647 QPM Shares (**Placement Shares**) to sophisticated, experienced or professional investors at an issue price of \$0.031 per QPM Share to raise a total of approximately \$10 million (**Placement**). The Placement was completed in reliance on QPM's available placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4

- 2 ASX Listing Rule 7.1 permits an ASX-listed company to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, and ASX Listing Rule 7.1A permits certain ASX-listed companies to issue up to an additional 10% of their issued share capital during any 12 month period, in both cases subject to certain exceptions (together, the **Placement Capacity**). QPM is an eligible entity to which ASX Listing Rule 7.1A applies, and it obtained the required approval of its Shareholders at its 2024 annual general meeting held on 6 November 2024.
- 3 The issue of the Placement Shares the subject of Resolution 1 did not exceed QPM's Placement Capacity. However, ASX Listing Rule 7.4 provides that where an issue of, or agreement to issue, Equity Securities is ratified by Shareholders in general meeting, the issue or agreement to issue is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (as the case may be), thereby replenishing QPM's Placement Capacity and giving it the flexibility to issue further Equity Securities up to that limit during the applicable 12 month period.
- 4 Resolution 1 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous issue of the 322,580,647 Placement Shares.

Information required by ASX Listing Rule 14.1A

- 5 If Resolution 1 is passed, QPM's Placement Capacity will be replenished, which will give it the ability to issue further Equity Securities during the 12 month period following issue of the Placement Shares. If Resolution 1 is not passed, QPM's Placement Capacity will not be replenished, which will limit its ability to issue further Equity Securities during the 12 month period following issue of the Placement Shares without first obtaining Shareholder approval.

Information required by ASX Listing Rule 7.5

- 6 Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Names of persons to whom securities were issued or basis on which those persons were identified or selected	Sophisticated, experienced or professional investors under the Placement, who were selected based on factors including bidder type, bid timing and volume, existing holdings of each bidder, prior investment behaviours of each bidder, and aggregate demand for Placement Shares The sophisticated, experienced or professional investors were selected by the lead managers, Foster Stockbroking Pty Limited (ACN 088 747 148) and Ord Minnett Limited (ACN 002 733 048), in consultation with QPM
Number and class of securities issued	322,580,647 Placement Shares
Terms of the securities issued	The Placement Shares the subject of Resolution 1 were issued on the same terms as, and ranking equally with, all existing QPM Shares then on issue
Issue date	4 July 2025
Issue price	\$0.031 per Placement Share
Purpose of issue / intended use of funds raised	The funds raised under the Placement will be used to accelerate the development of the Isaac Power Station, as set out in further detail in QPM's ASX announcement dated 30 June 2025

Directors' recommendation

- 7 The Directors unanimously recommend that you vote **in favour** of Resolution 1.

DEFINITIONS

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Associate	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it, as the case requires.
ASX Listing Rules	means the listing rules of ASX.
Board	means the board of Directors of QPM.
Directors	means the directors of QPM.
Equity Securities	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Explanatory Memorandum	means the explanatory statement accompanying the Resolution contained in this Notice of Meeting.
Meeting	means QPM's extraordinary general meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
QPM	means QPM Energy Limited (ACN 125 368 658).
QPM Shares	means fully paid ordinary shares in the capital of QPM.
Placement	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Placement Capacity	has the meaning given to that term at paragraph 2 of the Explanatory Memorandum.
Placement Shares	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Resolution	means the resolution set out in this Notice of Meeting.
Shareholder	means a person who is a registered holder of QPM Shares.



QPM Energy Limited
ABN 61 125 368 658

QPM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 763 658 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) on Monday, 18 August 2025.**

Proxy Form

How to Vote the Item of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on the item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of QPM Energy Limited hereby appoint

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the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of QPM Energy Limited to be held at at the offices of Baker McKenzie, Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, QLD 4000 on Wednesday, 20 August 2025 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Step 2

Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of previous issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

