# PENINSULA ENERGY LIMITED

# ABN 67 062 409 303

# NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10.00am (AWST)

**DATE:** 28 August 2025

PLACE: Allen Overy Shearman Sterling

Level 12

Exchange Tower 2 The Esplanade PERTH WA 6000

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9380 9920.

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# TIME AND PLACE OF MEETING AND HOW TO VOTE

### **VENUE**

The Extraordinary General Meeting of the Shareholders of Peninsula Energy Limited to which this Notice of Meeting relates will be held at 10.00am (AWST) on 28 August 2025 at:

Allen Overy Shearman Sterling LLP Level 12 Exchange Tower 2 The Esplanade PERTH WA 6000

Shareholders are invited to submit questions to the Company prior to the Meeting, in relation to the business of the Meeting. The Company requests that Shareholders lodge any questions electronically by email to: Info@pel.net.au at least 48 hours before the start of the Meeting.

### YOUR VOTE IS IMPORTANT

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

### **VOTING ELIGIBILITY**

The Directors have determined pursuant to section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) and Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 10.00am (AWST) on 26 August 2025. If you are not a registered Shareholder as at this time, you will not be entitled to attend or vote at the Extraordinary General Meeting as a Shareholder.

### **VOTING**

To vote, attend the Extraordinary General Meeting on the date and at the place set out above. The Meeting will commence at 10.00am (AWST).

# **VOTING BY PROXY**

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

If you sign and return a Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

By way of summary, pursuant to sections 250BB and 250BC of the Corporations Act:

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.

# Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- either of the following applies:
  - if a record of attendance is made for the meeting and the proxy is not recorded as attending the meeting;
     or
  - o the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### **Returning Proxy Forms**

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, MUFG Corporate Markets (AU) Limited, no later than 26 August 2025 at 10.00am (AWST) (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

By post: Peninsula Energy Limited

c/- MUFG Corporate Markets (AU) Limited

Locked Bag A14

Sydney South NSW 1235

Australia

By facsimile: +61 2 9287 0309

By hand: MUFG Corporate Markets (AU) Limited

Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150

Website: Lodge online at https://au.investorcentre.mpms.mufg.com (instructions set out below).

Select "Investor Login" and in the "Single Holding" section enter Peninsula Energy Limited or the ASX code PEN in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click "Login". Select the "Voting" tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in

accordance with the instructions given on the website.

### **Corporate Representatives**

Shareholders can download the "Appointment of Corporate Representation" form from the Share Registry's website: https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms/.

Click on "I'm a Shareholder, select your country of origin, select "Forms" and locate the Appointment of Corporate Representation form.

# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of Peninsula Energy Limited will be held on 28 August 2025 at Allen Overy Shearman Sterling, Level 12, Exchange Tower, 2 The Esplanade, PERTH WA 6000 at 10.00am (AWST).

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

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### **AGENDA**

### 1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO SAMUEL EPC, LLC

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 10,256,410 Shares to Samuel EPC, LLC (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- Samuel EPC, LLC, any of its associates, any person who might obtain a benefit, except a benefit
  solely in the capacity of a holder of ordinary securities in the Company, or
- an Associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

JONATHAN WHYTE

**COMPANY SECRETARY** 

PENINSULA ENERGY LIMITED

### EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at Allen Overy Shearman Sterling, Level 12, Exchange Tower, 2 The Esplanade, PERTH WA 6000 at 10.00am (AWST) on 28 August 2025.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

# 1. RESOLUTION 1 – APPROVAL OF ISSUE OF SHARES TO SAMUEL EPC, LLC

### 1.1 Background

As announced to the ASX on 12 June 2025, Strata Energy Inc. (Strata), the Company's wholly owned subsidiary, and Samuel EPC, LLC (Samuel) entered into a change order agreement dated 10 June 2025 (US time) (the Change Order Agreement) to resolve various issues between them in relation to the "Subsequent Change Order Requests".

The material terms of the Change Order Agreement are that Strata has agreed to pay Samuel the following, as total consideration for all pending Subsequent Change Order Requests:

- (a) US\$2,000,000 in cash;
- (b) US\$2,000,000 in equity; and
- (c) US\$750,000 cash milestone payment.

The initial US\$2,000,000 cash component has been paid.

The US\$750,000 cash milestone payment was due to be paid upon successful delivery of the capability to produce dry yellowcake by 30 June 2025, though as the timetable was delayed, this has not been paid. Strata informed Samuel by way of a letter after the close of business on 30 June 2025 that Strata did not agree that the 30 June 2025 milestone requirements have been met. Samuel have subsequently disputed this and have issued an invoice to Strata for an amount of US\$750,000. As at the date of this Notice of Meeting, Strata and Samuel have yet to reach mutual agreement on this matter.

The US\$2,000,000 equity component will be issued as Shares in the Company, subject to Shareholder approval. The Shares to be issued to Samuel (**Samuel Shares**) will be subject to a six-month escrow period unless the Company's share price doubles from the issue price of the Samual Shares, in which case the restriction will be lifted.

The issue price of the Samuel Shares will be the lower of A\$0.62 per Share or the issue price of any issue of Shares to third party investors as part of any equity capital raise completed by the Company before 31 August 2025. The actual number of Samuel Shares to be issued to Samuel will be calculated based on the A\$ issue price converted into US\$ at a US\$/A\$ exchange rate of 0.65 (being the prevailing exchange rate on 10 June 2025). If the Samuel Shares are not issued to Samuel by 5 September 2025, Strata is required to immediately pay Samuel a cash amount of US\$2,000,000 in lieu of the Samuel Share issue.

Warranties and mechanical guarantees remain as part of the construction contract.

The Company therefore proposes to issue the Samuel Shares in satisfaction of item 1.1(b) above.

# 1.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Samuel Shares does not fall within any of these exceptions and therefore requires the approval of the Shareholders under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to issue the Samuel Shares during the three-month period after the Extraordinary General Meeting (or a longer period, if allowed by ASX). The intended date for issue of the Samuel Shares is on or before 5 September 2025.

If Resolution 1 is not passed, and the Samuel Shares have not otherwise been issued by 5 September 2025, Strata must immediately pay Samuel US\$2,000,000 in cash. These funds could otherwise be utilised for value accretive project activities including production ramp-up at the Lance Projects, partial development of additional wellfields, exploration activities and also studies at the Company's Kendrick and Dagger Projects.

# 1.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the information below is provided in relation to this Resolution 1:

# (a) Persons to whom the shares will be issued

The Samuel Shares are proposed to be issued to Samuel (or its nominee(s)).

### (b) Maximum number of shares to be issued and issue price

The issue price of the Samuel Shares will be the lower of A\$0.62 per Share or the issue price of any issue of Shares to third party investors as part of any equity capital raise completed by the Company before 31 August 2025. The precise number of Shares to be issued will therefore be a function of whether the Company completes a capital raise before 31 August 2025.

A minimum of 4,962,779 Shares, and a maximum of 10,256,410 Shares are proposed to be issued to Samuel as more particularly described below.

### Minimum number

If a capital raise is completed at a price of greater than A\$0.62 per Share, or if the Company does not complete a capital raise at all before 31 August 2025, the issue price of the Samuel Shares will be A\$0.62 per Share. For the purposes of calculating the minimum number of Samuel Shares to be issued to Samuel this equates to a deemed issue price of US\$0.403\(^1\) per Share, and a total of 4,962,779 Samuel Shares, being US\$2,000,000 divided by US\$0.403 per Share.

### Maximum number

However, if the Company completes a capital raise at an issue price of less than A\$.62 per Share before 31 August 2025, the capital raise issue price will be the Samuel Shares issue price.

<sup>&</sup>lt;sup>1</sup> A\$0.62 converted into US\$ at a conversion rate of US\$0.65 as per the Change Order Agreement

However, it is not yet known whether a capital raise will be completed by 31 August 2025, or what the price would be if a capital raise was to be completed.

The Company is therefore providing a minimum issue price to provide to Shareholders with details of the maximum number of Shares that could be issued to Samuel if the resolution is passed. For these purposes, the Company is adopting a theoretical minimum issue price of A\$0.30 per Share. The Company does not consider that a capital raise would be completed at that price, but it is being proposed as required by Listing Rule 7.3.5.

For the purposes of calculating the maximum number of Samuel Shares for which the Company is seeking approval to be issued to Samuel, this equates to a deemed issue price of US\$0.195<sup>2</sup> per Share, and a total of 10,256,410 Samuel Shares, being US\$2,000,000 divided by US\$0.195 per Share.

As previously noted, the precise number of Shares to be issued will be a function of whether the Company completes a capital raise before 31 August 2025, though it will be somewhere between the minimum and maximum numbers outlined above.

## (c) Summary of the material terms of the Shares to be issued

The Samuel Shares issued to Samuel will be fully paid ordinary shares in the Company issued on the same terms and conditions and ranking equally with the Company's existing Shares.

### (d) Date of issue

It is proposed that the Samuel Shares will be issued to Samuel on or before 5 September 2025 but in any event will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

### (e) Consideration

US\$2,000,000 at a price per Samuel Share calculated as set out in section 1.2(b) above.

# (f) Purpose of issue

The purpose of the issue of the Samuel Shares is as set out in section 1.1 above.

# (g) Summary of the material terms of the Change Order Agreement under which the Shares are to be issued

The Samuel Shares will be issued under the Change Order Agreement, the material terms of which are in section 1.1 above.

### (h) Voting exclusion statement

A voting exclusion statement is included in this Notice.

## 1.3 Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution 1.

<sup>&</sup>lt;sup>2</sup> A\$0.30 converted into US\$ at a conversion rate of US\$0.65 as per the Change Order Agreement

### **GLOSSARY**

A\$ means Australian dollars.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

**ASX Guidance Note** means the official ASX Guidance Notes of the ASX as amended or replaced from time to time to assist listed entities and their advisors to understand the operation of the ASX.

**ASX Listing Rules or Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

AWST means Australian Western Standard Time, Perth, Western Australia.

**Board** means the current board of Directors of the Company.

Chair means the chair of the Meeting, from time to time.

**Change Order Agreement** has the meaning given to it in section 1.1 of the Explanatory Statement.

Company means Peninsula Energy Limited (ABN 67 062 409 303).

Corporations Act means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying this Notice.

**Meeting** or **Extraordinary General Meeting** means the extraordinary general meeting convened by this Notice.

MUFG Corporate Markets (AU) Limited means MUFG Corporate Markets (AU) Limited (ACN 083 214 537).

**Notice** or **Notice of Meeting** means this notice of Extraordinary General Meeting including the Explanatory Statement and the Proxy Form.

**Ordinary resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice.

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

Samuel means Samuel EPC, LLC.

Samuel Shares has the meaning given to it in section 1.1 of the Explanatory Statement.

Securities means Shares and/ or Options (as the context required).

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means MUFG Corporate Markets (AU) Limited (formerly Link Market Services Limited ACN 083 214 537).

Strata means Strata Energy Inc.

US\$ means United States dollars.



ABN 67 062 409 303

### **LODGE YOUR VOTE**

ONLINE

https://au.investorcentre.mpms.mufg.com



**BY MAIL** 

Peninsula Energy Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



**BY HAND** 

MUFG Corporate Markets (AU) Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150



**ALL ENQUIRIES TO** 



X9999999999

# **PROXY FORM**

I/We being a member(s) of Peninsula Energy Limited and entitled to participate in and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:00am (AWST) on Thursday, 28 August 2025 at Allen Overy Shearman Sterling, Level 12, Exchange Tower 2 The Esplanade, PERTH WA 6000 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

# **VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an  $\boxtimes$ 

# Resolutions

For Against Abstain\*

 Approval to Issue Shares to Samuel EPC, LLC



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

#### **DEFAULT TO CHAIRMAN OF THE MEETING**

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

### **VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

# **CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

### **LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (AWST) on Tuesday, 26 August 2025, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



# **ONLINE**

### https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



## BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

https://au.investorcentre.mpms.mufg.com into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



### **BY MAIL**

Peninsula Energy Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia



# **BY FAX**

+61 2 9287 0309



# **BY HAND**

Deliver it to MUFG Corporate Markets (AU) Limited\*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm)