

18 August 2025

Dear Shareholder,

**General Meeting - Notice and Proxy Form**

Notice is hereby given that the General Meeting ("**Meeting**") of Shareholders of Kinetiko Energy Ltd (ACN 141 647 529) ("**Company**") will be held at Level 24, 44 St Georges Terrace, Perth, Western Australia at 10:00 AM (WST) on Wednesday, 17 September 2025.

In accordance with *110D of the Corporations Act 2001* (Cth) (as inserted by *the Corporations Amendment (Meetings and Documents) Act 2022* (Cth)), the Company will not be sending hard copies of the Notice of Meeting unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth). Instead the Notice of Meeting can be viewed and downloaded from the Company's website at [www.kinetikoenergy.com.au](http://www.kinetikoenergy.com.au) or on the Company's ASX announcements platform.

If you have not elected to receive notices by email, a copy of your **personalised proxy form is enclosed** for your convenience.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the attached proxy form by:

post to: Automic  
GPO Box 5193  
Sydney NSW 2001

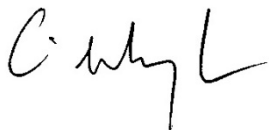
or

email to: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Your proxy voting instruction must be received by 10.00 AM (WST) on Monday, 15 September 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully



Simon Whybrow  
Company Secretary



# KINETIKO

## ENERGY LTD

(ACN 141 647 529)

### Notice of General Meeting and Explanatory Statement

General Meeting to be held at  
Level 24, 44 St Georges Terrace, Perth, WA 6000  
at 10:00AM (AWST) on Wednesday, 17 September 2025

**Important**

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

## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Kinetiko Energy Ltd (ACN 141 647 529) ("**Company**") will be held at Level 24, 44 St Georges Terrace, Perth, WA 6000, commencing at 10:00AM (AWST) on Wednesday, 17 September 2025.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

## BUSINESS

### Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

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

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of 34,825,000 Placement Shares under Listing Rule 7.1 to Placement Participants (and/or their nominee(s)) on the terms and conditions set out in this Explanatory Statement."*

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a Person who participated in the issue or is a counterparty to the agreement being approved; or
- an Associate of that Person or those Persons.

However, this does not apply to a vote cast in favour of a Resolution 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.

### Resolution 2 – Ratification of prior issue of Tranche 1 Placement Options

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

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of 34,825,000 Placement Options under Listing Rule 7.1 to Placement Participants (and/or their nominee(s)) on the terms and conditions set out in this Explanatory Statement."*

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a Person who participated in the issue or is a counterparty to the agreement being approved; or
- an Associate of that Person or those Persons.

However, this does not apply to a vote cast in favour of a Resolution 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.

### **Resolutions 3(a), (b), (c) and (d) – Ratification of prior issue of Loan Conversion Shares**

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

*“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of:*

- (a) 7,500,000 Loan Conversion Shares to Cambrian Holdings (and/or their nominee(s));
  - (b) 2,500,000 Loan Conversion Shares to Melville Equity (and/or their nominee(s));
  - (c) 1,250,000 Loan Conversion Shares to Ms Blanche Blakeney (and/or her nominee(s)); and
  - (d) 1,250,000 Loan Conversion Shares to Mr Richard Wolanski (and/or his nominee(s)),
- under Listing Rule 7.1, on the terms and conditions set out in this Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of:

- Resolution 3(a) by, or on behalf of, Cambrian Holdings (and/or their nominee(s)) or any Associate of Cambrian Holdings;
- Resolution 3(b) by, or on behalf of, Melville Equity (and/or their nominee(s)) or an Associate of Melville Equity;
- Resolution 3(c) by, or on behalf of, Ms Blanche Blakeney (and/or her nominee(s)) or an Associate of Ms Blanche Blakeney; and
- Resolution 3(d) by, or on behalf of, Mr Richard Wolanski (and/or his nominee(s)) or an Associate of Mr Richard Wolanski.

However, this does not apply to a vote cast in favour of a Resolution 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.

### **Resolutions 4(a), (b), (c) and (d) – Ratification of prior issue of Loan Conversion Options**

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

*“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of:*

- (a) 7,500,000 Loan Conversion Options to Cambrian Holdings (and/or their nominee(s));
- (b) 2,500,000 Loan Conversion Options to Melville Equity (and/or their nominee(s));
- (c) 1,250,000 Loan Conversion Options to Ms Blanche Blakeney (and/or her nominee(s)); and
- (d) 1,250,000 Loan Conversion Options to Mr Richard Wolanski (and/or his nominee(s)),
- under Listing Rule 7.1, on the terms and conditions set out in this Explanatory Statement.”

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- Resolution 4(a) by, or on behalf of, Cambrian Holdings (and/or their nominee(s)) or an Associate of Cambrian Holdings;
- Resolution 4(b) by, or on behalf of, Melville Equity (and/or their nominee(s)) or an Associate of Melville Equity;
- Resolution 4(c) by, or on behalf of, Ms Blanche Blakeney (and/or her nominee(s)) or any associate of Ms Blanche Blakeney; and
- Resolution 4(d) by, or on behalf of, Mr Richard Wolanski (and/or his nominee(s)) or any Associate of Mr Richard Wolanski.

However, this does not apply to a vote cast in favour of a Resolution 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.

#### Resolutions 5(a), (b), (c) and (d) – Approval for participation in Placement

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

*“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue:*

- (a) 2,500,000 Placement Shares and 2,500,000 Placement Options to Mr Robert Scharnell (and/or his nominee(s));
- (b) 2,000,000 Placement Shares and 2,000,000 Placement Options to Mr Adam Sierakowski (and/or his nominee(s));
- (c) 2,000,000 Placement Shares and 2,000,000 Placement Options to Mr Donald Ncube (and/or his nominee(s)); and
- (d) 1,250,000 Placement Shares and 1,250,000 Placement Options to Mr Dirk Robert Bulder (and/or his nominee(s)),

*on the terms and conditions set out in this Explanatory Statement.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of:

- Resolution 5(a) by, or on behalf of, Mr Robert Scharnell (and/or his nominee(s)) (or an Associate of Mr Robert Scharnell) and any other person who will obtain a material benefit as a result of the issue of the Placement Securities to Mr Robert Scharnell (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an Associate of that person or those persons;
- Resolution 5(b) by, or on behalf of, Mr Adam Sierakowski (and/or his nominee(s)) (or an Associate of Mr Adam Sierakowski) and any other person who will obtain a material benefit as a result of the issue of the Placement Securities to Mr Adam Sierakowski (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an Associate of that person or those persons;
- Resolution 5(c) by, or on behalf of, Mr Dirk Robert Bulder (and/or his nominee(s)) (or an Associate of Mr Dirk Robert Bulder) and any other person who will obtain a material benefit as a result of the issue of the Placement Securities to Mr Dirk Robert Bulder (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an Associate of that person or those persons; and
- Resolution 5(d) by, or on behalf of, Mr Donald Ncube (and/or his nominee(s)) (or an Associate of Mr Donald Ncube) and any other person who will obtain a material benefit as a result of the issue of the Placement Securities to Mr Donald Ncube (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an Associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to that proxy or attorney to vote on this Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 6 – Ratification of prior issue of Shares to Mr Hendrik Burger Jnr**

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

*“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of 50,000 Shares under Listing Rule 7.1 to Mr Hendrik Burger Jnr (and/or their nominee(s)) on the terms and conditions set out in this Explanatory Statement.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Hendrik Burger Jnr (and/or his nominee(s)) (or an Associate of Mr Hendrik Burger Jnr).

However, this does not apply to a vote cast in favour of a Resolution 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.

## Resolution 7 – Approval for the issue of Director Options to Mr Robert Scharnell

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

*“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 3,000,000 Director Options to Mr Robert Scharnell (and/or his nominee(s)) on the terms and conditions set out in this Explanatory Statement.”*

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Mr Robert Scharnell (and/or his nominee(s)) (or an Associate of Mr Robert Scharnell) and any other person who will obtain a material benefit as a result of the issue of the Director Options to Mr Robert Scharnell (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to that proxy or attorney to vote on this Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

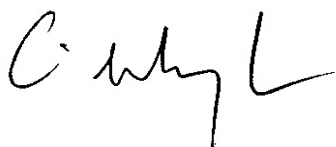
### Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**BY ORDER OF THE BOARD**



**Simon Whybrow**  
Company Secretary  
Kinetiko Energy Ltd

18 August 2025

## EXPLANATORY STATEMENT

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### IMPORTANT INFORMATION

This Explanatory Statement has been prepared for the information of the Shareholders of Kinetiko Energy Ltd (ACN 141 647 529) ("**Company**") in connection with the Resolutions to be considered at the Meeting to be held at Level 24, 44 St Georges Terrace, Perth, WA 6000, commencing at 10:00AM (AWST) on Wednesday, 17 September 2025. 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 of Meeting.

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

### INTERPRETATION

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms under the Definitions section.

References to "\$" and "A\$" in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated. References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

### NOTE

If you have recently changed your address or if there is any error in the name and address used for this Notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a Director or Company Secretary.

### VOTING EXCLUSION STATEMENTS

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

### PROXIES

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that



company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

A Proxy Form is enclosed with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a "**Proxy**") to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend the Meeting, sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting via the online meeting platform.

Proxy Forms must be received by the Company no later than 10:00AM (AWST) on Monday, 15 September 2025, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## **VOTING ENTITLEMENTS**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders at 5:00PM (AWST) on Monday, 15 September 2025. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

## BACKGROUND AND REGULATORY INFORMATION

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### 1 Background to Resolutions 1 to 7

#### 1.1 Placement

On 12 June 2025, the Company announced that it received binding commitments from sophisticated and professional investors ("**Placement Participants**") to raise approximately \$2,203,000 (before costs) through the issue of 55,075,000 fully paid ordinary shares at an issue price of \$0.04 per share ("**Placement Shares**"), together with one free attaching unlisted Option ("**Placement Options**") for every one Placement Share subscribed for and issued, with an exercise price of \$0.07 per Option or before 30 June 2027 ("**Placement**").

The Placement was not underwritten, and will be undertaken in two (2) tranches as follows:

- (a) (**Tranche 1**) Tranche 1 consisted of the issue of 34,825,000 Placement Shares and 34,825,000 Placement Options to unrelated Placement Participants within the Company's placement capacity under ASX Listing Rule 7.1 ("**Tranche 1 Placement Securities**"); and
- (b) (**Tranche 2**) Tranche 2 will consist of the issue of 7,750,000 Placement Shares and 7,750,000 Placement Options, which will be subject to shareholder approval pursuant to Resolutions 5(a), (b), (c) and (d) ("**Tranche 2 Placement Securities**").

The Placement Securities were, and are proposed to be, issued in accordance with the terms of the Placement Offer Letters. The material terms of the Placement Offer Letter are as follows:

- The offer of the Placement Securities is made on the basis that the Placement Participant:
  - if residing in Australia, is a 'sophisticated investor' or 'professional investor' (as those terms are defined in the Corporations Act) or otherwise fall within an exception under section 708 of the Corporations Act;
  - if residing outside of Australia, is a person to whom an invitation to offer to subscribe for the Placement Securities is permitted by the laws of the jurisdiction in which they are situated; and
  - will not increase its shareholding in the Company from:
    - twenty percent (20%) or below to more than twenty percent (20%); or
    - from a starting point that is above twenty percent (20%) and below ninety percent (90%),
  - as a result of acquiring Placement Securities under the Placement Offer Letter;
- The Placement is to be conducted without the issue of a disclosure document under Chapter 6D of the Corporations Act and, in accepting the offer of the Placement Securities, it is agreed that the offer of the Placement Securities falls within one of the exclusion provisions of section 708 of the Corporations Act; and

- The Placement will be undertaken in two tranches, with the issue of the Tranche 2 Placement Securities being subject to Shareholder approval at the Meeting.

## 1.2 Loan Conversion

As announced by the Company on 12 June 2025, as part of the Placement, the Company has issued an aggregate of 12,500,000 Placement Shares (“**Loan Conversion Shares**”) and 12,500,000 Placement Options (“**Loan Conversion Options**”) (together, the “**Loan Conversion Securities**”) to several lenders, being the following non-related party Shareholders:

- (i) Cambrian Holdings Pty Ltd (ACN 009 420 795) (“**Cambrian Holdings**”);
- (ii) Melville Equity Pty Ltd (ACN 163 986 258) (“**Melville Equity**”);
- (iii) Ms Blanche Blakeney; and
- (iv) Mr Richard Wolanski (together, the “**Lenders**”),

in satisfaction of the outstanding amounts owing to the respective Lenders (“**Loans**”).

The Loan Conversion Securities were issued on 24 June 2025 (i.e., at the same time as the issue of the Tranche 1 Placement Securities) under the Company’s existing placement capacity pursuant to Listing Rule 7.1.

The Loan Conversion Securities were issued in accordance with the terms of the Letter Agreements, the material terms of which are as follows:

- The Loan Conversion Securities would be issued in full and complete satisfaction of all amounts owing from the Company to the respective Lenders;
- The loan sum that remains owing to each respective Lender would be converted into Shares at a deemed issue price of \$0.04 per Share (i.e., the issue price of the Placement Shares); and
- The Loan Conversion Options are subject to the terms and conditions set out in Schedule 1 of this Notice (i.e., on the same terms as the Placement Options).

## 1.3 Proposed Use of Funds

The Company intends to use the funds raised from the Placement as set out in the table below:

Allocation of funds	Amount	Percentage
Exploration and Development	\$1,482,000	67.3%
Corporate Costs	\$350,000	15.9%
Working Capital	\$350,000	15.9%
Capital Raising Costs	\$20,000	0.9%
<b>Total</b>	<b>\$2,203,000</b>	<b>100%</b>

**Note:** The intended allocation of funds raised under the Placement set out in the table above is indicative only and the Company reserves the right to vary the amounts raised or allocated at its absolute discretion and further notes that there is no minimum amount required to be subscribed for to complete the Placement.

## 1.4 Indicative Capital Structure

The pro-forma capital structure of the Company prior to, and upon completion of, the Placement and the issue of the Loan Conversion Securities is set out in the table below:

Securities	Prior to Completion of Placement	Upon Completion of Placement <sup>1</sup>
Shares	1,432,585,103	1,432,585,103
Tranche 1 Placement Shares	34,825,000	34,825,000
Tranche 2 Placement Shares	-	7,750,000
Loan Conversion Shares	12,500,000	12,500,000
<b>Undiluted Share capital<sup>2</sup></b>	<b>1,479,910,103</b>	<b>1,487,660,103</b>
Options <sup>3</sup>	26,750,000	26,750,000
Performance Rights <sup>4</sup>	20,000,000	20,000,000
Tranche 1 Placement Options <sup>5</sup>	34,825,000	34,825,000
Tranche 2 Placement Options <sup>5</sup>	-	7,750,000
Loan Conversion Options	12,500,000	12,500,000
<b>Fully diluted Share capital</b>	<b>1,573,985,103</b>	<b>1,589,485,103</b>

### Notes:

1. Assumes that all Placement Securities are issued under the Placement.
2. Assumes no additional Shares are issued prior to completion of the Placement.
3. Existing Options, with various exercise prices and expiry.
4. Existing Performance Rights issued on 6 December 2024 following approval by shareholders at the Company's 2024 Annual General Meeting.
5. Options issued (or proposed to be issued) as part of the Placement, with an exercise price of seven cents (\$0.07) each and expiring on 30 June 2027, subject to the terms and conditions set out in Schedule 1.

## 2 Resolutions 1 & 2 – Ratification of Prior issue of Tranche 1 Placement Securities

Resolutions 1 and 2 are ordinary resolutions which seek Shareholder approval under Listing Rule 7.4 to ratify the prior issue of an aggregate of 34,825,000 Tranche 1 Placement Shares and 34,825,000 Tranche 1 Placement Options to Placement Participants (or nominee(s) thereof).

### 2.1 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 a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's fifteen percent (15%) limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the

twelve (12) month period following the date of issue of the Placement Shares.

## 2.2 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 without reducing the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

## 2.3 Technical information required by Listing Rule 7.4 and 7.5

For the purposes of Listing Rules 7.4 and 7.5, the following information is provided to Shareholders in relation to Resolutions 1 and 2:

### (a) **Names of the persons to whom securities were issued or the basis upon which those persons were identified or selected**

The Tranche 1 Placement Securities were issued to Exempt Investors, being sophisticated and professional investors exempt from, or outside, the disclosure requirements under Chapter 6D of the Corporations Act. The Company confirms that none of the Exempt Investors were:

- related parties or substantial holders of the Company, members of the Company's key management personnel, advisers to the Company or an associate of any of those persons; and
- issued more than 1% of the issued capital of the Company.

The Exempt Investors were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from professional and sophisticated investors.

### (b) **Maximum number and class of securities the entity issued**

A total of 34,825,000 Tranche 1 Placement Shares and 34,825,000 Tranche 1 Placement Options were issued on 24 June 2025 under the Company's existing placement capacity pursuant to Listing Rule 7.1.

The Company did not breach Listing Rule 7.1 issuing the Tranche 1 Placement Securities.

### (c) **Terms of the securities**

The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally with, the existing Shares on issue. The Tranche 1 Placement Options are Options, which were issued in accordance with the terms and conditions set out in Schedule 1.

### (d) **Date on which the entity issued the securities**

The Tranche 1 Placement Securities were issued on 24 June 2025.

**(e) Issue price of the securities**

The Tranche 1 Placement Shares were issued at an issue price of \$0.04 per Share, with one free attaching Tranche 1 Placement Option per Share issued in accordance with the terms and conditions set out in Schedule 1.

**(f) Purpose of the issue and intended use of the funds raised**

Refer to section 1.3 of this Notice for details of the proposed use of funds in respect of the issue of the Tranche 1 Placement Shares.

No funds were raised from the issue of the Tranche 1 Placement Options and the purpose of the issue was to incentive participants in the Placement. However, upon exercise of the Tranche 1 Placement Options, if applicable, the Company intends to use those funds raised for general working capital purposes.

**(g) If the securities were issued under an agreement, a summary of the material terms of the agreement**

The Tranche 1 Placement Securities are proposed to be issued pursuant to the terms of the Placement Offer Letter. The material terms of the Placement Offer Letter are summarised at Section 1.1 above

**(h) If the securities were issued under, or to fund, a reverse takeover, information about the reverse takeover**

The Tranche 1 Placement Securities were not issued under, or to fund, a reverse takeover.

**(i) Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice of Meeting.

**2.4 Technical information required by Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

If Resolutions 1 and 2 are approved by Shareholders, the Tranche 1 Placement Securities will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolutions 1 and 2 are not approved by Shareholders, the Tranche 1 Placement Securities will be included in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1, effectively decreasing the amount of equity securities the Company can issue without the requirement to obtain prior Shareholder approval.

**2.5 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2. The Chair intends to exercise all available proxies in favour of Resolutions 1 and 2.

### 3 Resolutions 3(a), (b), (c) and (d) & 4(a), (b), (c) and (d) – Ratification of prior issue of Loan Conversion Securities

Resolutions 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d), are ordinary resolutions which seek Shareholder approval under Listing Rule 7.4 to ratify the prior issue of an aggregate of 12,500,000 Loan Conversion Shares and 12,500,000 Loan Conversion Options to the Lenders (and/or their nominee(s)).

#### 3.1 Listing Rules 7.1 and 7.4

Refer to Sections 2.1 and 2.2 of this Notice for summaries of Listing Rules 7.1 and 7.4 respectively.

The Company did not breach Listing Rule 7.1 by issuing the Loan Conversion Securities.

The issue of the Loan Conversion Securities did not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's fifteen percent (15%) limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the twelve (12) month period following the date of issue of the Placement Shares.

#### 3.2 Technical information required by Listing Rule 7.4 and 7.5

For the purposes of Listing Rules 7.4 and 7.5, the following information is provided to Shareholders in relation to Resolutions 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d):

(a) **Names of the persons to whom securities were issued or the basis upon which those persons were identified or selected**

The Loan Conversion Securities were issued to the Lenders, as described in Section 1.2 of this Notice. The Company confirms that none of the Lenders were:

- related parties or substantial holders of the Company, members of the Company's key management personnel, advisers to the Company or an associate of any of those persons; and
- issued more than 1% of the issued capital of the Company.

(b) **Maximum number and class of securities the entity issued**

A total of 12,500,000 Loan Conversion Shares and 12,500,000 Loan Conversion Options were issued to the Lenders as follows:

Resolution	Lender	Loan Conversion Shares	Loan Conversion Options
3(a) & 4(a)	Cambrian Holdings Pty Ltd (and/or nominee(s))	7,500,000	7,500,000
3(b) & 4(b)	Melville Equity Pty Ltd (and/or nominee(s))	2,500,000	2,500,000
3(c) & 4(c)	Ms Blanche Blakeney	1,250,000	1,250,000
3(d) & 4(d)	Mr Richard Wolanski	1,250,000	1,250,000
	<b>Total</b>	<b>12,500,000</b>	<b>12,500,000</b>

**(c) Terms of the securities**

The Loan Conversion Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally with, the existing Shares on issue. The Loan Conversion Options are Options, which were issued in accordance with the terms and conditions set out in Schedule 1 (i.e., on the same terms as the Tranche 1 Placement Options).

**(d) Date on which the entity issued the securities**

The Loan Conversion Securities were issued on 24 June 2025.

**(e) Issue price of the securities**

The Loan Conversion Shares were issued for nil consideration and in lieu of cash repayment of the outstanding amounts owed pursuant to the Loan Agreements, with a deemed issue price of \$0.04 per Loan Conversion Share and with one free attaching Loan Conversion Option per Loan Conversion Share.

**(f) Purpose of the issue and intended use of the funds raised**

No funds were raised through the issue of the Loan Conversion Securities, as the purpose of the issue was to satisfy the Company's obligations pursuant to the Loan Agreements. However, upon exercise of the Loan Conversion Options, if applicable, the Company intends to use such funds raised for general working capital purposes.

**(g) If the securities were issued under an agreement, a summary of the material terms of the agreement**

The Loan Conversion Securities were issued in accordance with the Loan Agreements, the material terms of which are summarised at Section 1.2 of this Notice.

**(h) If the securities were issued under, or to fund, a reverse takeover, information about the reverse takeover**

The Loan Conversion Securities were not issued under, or to fund, a reverse takeover.

**(i) Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice of Meeting.

**3.3 Technical information required by Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

Refer to Sections 2.1 and 2.2 of this Notice for summaries of Listing Rules 7.1 and 7.4 respectively.

If Resolutions 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d) are approved by Shareholders, the Loan Conversion Securities will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the



requirement to obtain prior Shareholder approval.

If Resolutions 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d) are not approved by Shareholders, the Loan Conversion Securities will be included in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1, effectively decreasing the amount of equity securities the Company can issue without the requirement to obtain prior Shareholder approval.

### 3.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d). The Chair intends to exercise all available proxies in favour of Resolution 3(a), (b), (c) and (d), and 4(a), (b), (c) and (d).

## 4 Resolutions 5(a), (b), (c) and (d) – Approval for Director participation in Placement

Resolutions 5(a), (b), (c) and (d) are ordinary resolutions which seek Shareholder approval under section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of up to:

- 2,500,000 Placement Shares and 2,500,000 Placement Options to Mr Robert Scharnell (and/or his nominee(s));
- 2,000,000 Placement Shares and 2,000,000 Placement Options to Mr Adam Sierakowski (and/or his nominee(s));
- 2,000,000 Placement Shares and 2,000,000 Placement Options to Mr Donald Ncube (and/or his nominee(s)); and
- 1,250,000 Placement Shares and 1,250,000 Placement Options to Mr Dirk Robert Bulder (and/or his nominee(s)).

### 4.1 Corporations Act Section 208

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a Related Party without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the Related Party, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Scharnell, Mr Sierakowski, Mr Ncube and Mr Bulder (together, the "**Participating Directors**") are all Related Parties of the Company by virtue of being Directors. Furthermore, the issue of the Tranche 2 Placement Securities to the Participating Directors (and/or their respective nominee(s)) will constitute the giving of a financial benefit by the Company.

Notwithstanding the above, the Directors consider that the proposed issue of the Tranche 2 Placement Securities pursuant to Resolutions 5(a), (b), (c) and (d) would fall within the 'arm's length' exception under section 210 of the Corporations Act given that:

- the Participating Directors will only be entitled to apply for Tranche 2 Placement Securities under the Placement on the same terms (including the offer price of \$0.04 per Share and the Option terms set out in Schedule 1) as those that apply to other Placement Participants who are not Related Parties of the Company;
- the dilutionary impact on existing Shareholders would be the same irrespective of whether the Tranche 2 Placement Securities are issued to Directors or any other person under the Placement; and

- the issue of Tranche 2 Placement Securities to the Directors under the Placement would be reasonable in the circumstances if the Company were dealing at arm's length.

Accordingly, the Directors do not consider that Shareholder approval is required pursuant to Section 208 of the Corporations Act in respect of the issue of the Tranche 2 Placement Securities to the Participating Directors.

## 4.2 Corporations Act Section 195

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered except in certain limited circumstances.

Section 195(4) further provides that if there are not enough directors to form a quorum for a meeting of directors by operation of section 195 of the Corporations Act, one or more directors may call a general meeting and that general meeting may pass a resolution to deal with the matter.

Each of the Participating Directors may be considered to have a material personal interest in the outcome of Resolutions 5(a), (b), (c) and (d). If each Participating Director does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 5(a), (b), (c) and (d) at Board level.

Accordingly, for the avoidance of doubt and as a matter of good corporate governance, the Company seeks Shareholder approval for Resolutions 5(a), (b), (c) and (d) for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the 'arm's length' exception under section 210 of the Corporations Act and the decision not to seek Shareholder approval under section 208 of the Corporations Act.

## 4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a related party;
- a person who is, or was at any time in the six (6) months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six (6) months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Tranche 2 Placement Securities to the Participating Directors falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 5(a), (b), (c) and (d) seek the required Shareholder approval for the issue of the Tranche 2 Placement Securities under, and for the purposes of, Listing Rule 10.11.

Further, exception 14 of Listing Rule 7.2 states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

#### 4.4 Listing Rule 10.13

ASX Listing Rule 10.13 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolutions 5(a), (b), (c) and (d):

(a) **The name of the allottee of the securities**

The names of the allottees of the Tranche 2 Placement Securities are:

- (i) in respect of Resolution 5(a), Mr Robert Scharnell (and/or his nominee(s));
- (ii) in respect of Resolution 5(b), Mr Adam Sierakowski (and/or his nominee(s));
- (iii) in respect of Resolution 5(c), Mr Donald Ncube (and/or his nominee(s));  
and
- (iv) in respect of Resolution 5(d), Mr Dirk Robert Bulder (and/or his nominee(s)).

(b) **The maximum number of securities to be allotted and issued**

The maximum number of securities to be allotted and issued pursuant to Resolutions 5(a), (b), (c) and (d) respectively are as follows:

Participating Director	Tranche 2 Placement Shares	Tranche 2 Placement Options
Robert Scharnell (and/or his nominee(s))	2,500,000	2,500,000
Adam Sierakowski (and/or his nominee(s))	2,000,000	2,000,000
Donald Ncube (and/or his nominee(s))	2,000,000	2,000,000
Dirk Robert Bulder (and/or his nominee(s))	1,250,000	1,250,000
<b>Total</b>	<b>7,750,000</b>	<b>7,750,000</b>

(c) **The date of allotment and issue of the securities**

If approved, the Tranche 2 Placement Securities will be issued to the Participating Directors shortly after the Meeting. In any event, however, no Tranche 2 Placement Securities will be issued later than one (1) month after the Meeting.

**(d) The relationship that requires Shareholder approval**

The Participating Directors are related parties for the purposes of Listing Rule 10.11.1 by virtue of being Directors of the Company.

**(e) The issue price of the securities**

The issue price for the Tranche 2 Placement Shares will be \$0.04 per Share and the Tranche 2 Placement Options will be issued for nil consideration as free attaching options.

**(f) The terms of the securities**

The Placement Shares forming part of the Tranche 2 Placement Securities are fully paid ordinary shares in the capital of the Company, to be issued on the same terms and conditions as, and ranking equally with, the existing Shares on issue.

The Placement Options forming part of the Tranche 2 Placement Securities are to be issued on the terms and conditions set out in Schedule 1 (being on the same terms and conditions as the Placement Options issued to unrelated Placement Participants).

**(g) The intended use of the funds**

Funds raised from the Tranche 2 Placement Shares are to be used towards the purposes and in the allocations set out in Section 1.3 of this Notice.

However, upon exercise of the Tranche 1 Placement Options, if applicable, the Company intends to use those funds raised for general working capital purposes or in any other manner that the Board considers appropriate at the relevant time.

**(h) Director's total remuneration package for the current financial year**

The proposed issue of Tranche 2 Placement Securities are not intended to remunerate the Participating Directors.

**(i) If the securities are to be issued under an agreement, a summary of the material terms of the agreement**

The Tranche 2 Placement Securities are proposed to be issued pursuant to the terms of the Placement Offer Letter. The material terms of the Placement Offer Letter are summarised at Section 1.1 above.

**(j) Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice of Meeting.

**4.5 Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 10.11 above) and what will happen if security holders give, or do not give, that approval.

If Resolutions 5(a), (b), (c) and (d) are approved by Shareholders, then the Company will be able to proceed with the issue of the Tranche 2 Placement Securities to the Participating Directors.

If Resolutions 5(a), (b), (c) and (d) are not approved by Shareholders, then the Company will not be able to proceed with the issue of the Tranche 2 Placement Securities to the Participating Directors

#### 4.6 Directors' recommendations

The Directors (other than Mr Scharnell) unanimously recommend that Shareholders vote in favour of Resolution 5(a).

The Directors (other than Mr Sierakowski) unanimously recommend that Shareholders vote in favour of Resolution 5(b).

The Directors (other than Mr Ncube) unanimously recommend that Shareholders vote in favour of Resolution 5(c).

The Directors (other than Mr Bulder) unanimously recommend that Shareholders vote in favour of Resolution 5(d).

### 5 Resolution 6 – Ratification of prior issue of Shares to Mr Hendrik Burger Jnr

Resolution 6 is an ordinary resolution which seeks Shareholder approval, for the purposes of Listing Rules 7.4, and for all other purposes, to ratify the previous issue of 50,000 Shares to the Company's Operations Manager, Mr Hendrik J Burger Jr (and/or his nominee(s)) ("**Operations Manager Shares**") in recognition of exemplary service and as remuneration for services provided to the Company from June 2024 to date.

#### 5.1 Listing Rules 7.1 and 7.4

Refer to Sections 2.1 and 2.2 of this Notice for summaries of Listing Rules 7.1 and 7.4 (respectively).

The Company issued the Operations Manager Shares on 21 November 2024. The Company did not breach Listing Rule 7.1 by issuing the Operations Manager Shares.

The issue of the Operations Manager Shares did not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's fifteen percent (15%) limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the twelve (12) month period following the date of issue of the Operations Manager Shares.

#### 5.2 Technical information required by Listing Rule 7.4 and 7.5

For the purposes of Listing Rule 7.4 and 7.5, the following information is provided to Shareholders in relation to Resolution 6:

(a) **Names of the persons to whom securities were issued or the basis upon which those persons were identified or selected**

The Operations Manager Shares were issued to the Company's Operations Manager, Mr Hendrik J Burger Jr (and/or his nominee(s)).

The Company confirms that:

- Mr Hendrik J Burger Jr is a member of the Company's Key Management

Personnel, however, is not considered to be a related party, substantial holder or adviser of the Company (or an Associate of any of those persons); and

- the Operations Manager Shares issued to Mr Hendrik J Burger Jr represented less than one percent (1%) of the fully diluted capital of the Company at the date of issue of the Operations Manager Shares.

(b) **Maximum number and class of securities the entity issued**

A total of 50,000 Shares were issued to Mr Burger (and/or his nominee(s)) under the Company's existing placement capacity under Listing Rule 7.1.

(c) **Terms of the securities**

The Operations Manager Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally with, the existing Shares on issue.

(d) **Date on which the entity issued the securities**

The Operations Manager Shares were issued on 21 November 2024.

(e) **Issue price of the securities**

The Operations Manager Shares were issued to Mr Burger (and/or his nominee(s)) at a nil issue price.

(f) **Purpose of the issue and use of the funds raised**

The Operations Manager Shares were issued to Mr Burger in recognition of exemplary service and as part of his remuneration package for the provision of services in the role of Operations Manager from June 2024 to date.

No funds were raised from the issue of the Operations Manager Shares.

(g) **If the securities were issued under an agreement, a summary of the material terms of the agreement**

The Operations Manager Shares were issued pursuant to the employment agreement entered into between the Company and Mr Burger's dated 1 June 2024 ("**Employment Agreement**"). The material terms of Mr Burger's employment agreement are as follows:

- base remuneration for services of ZAR 960,000 per annum;
- commencing on 1 June 2024 and continuing until terminated in accordance with the terms of the employment agreement; and
- otherwise, on standard commercial terms for an agreement of its nature.

(h) **If the securities were issued under, or to fund, a reverse takeover, information about the reverse takeover**

The Shares were not issued under, or to fund, a reverse takeover.

(i) **Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice of Meeting.

**5.3 Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

Refer to Sections 2.1 and 2.2 of this Notice for summaries of Listing Rules 7.1 and 7.4 respectively.

If Resolution 6 is approved by Shareholders, the Operations Manager Shares will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future without the requirement to obtain prior Shareholder approval.

If Resolution 6 is not approved by Shareholders, the Operations Manager Shares will be included in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1, effectively decreasing the amount of equity securities the Company can issue without the requirement to obtain prior Shareholder approval.

**5.4 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chair intends to exercise all available proxies in favour of Resolution 6.

**6 Resolution 7 – Approval of the issue of Director Options**

Resolution 7 is an ordinary resolution which seeks Shareholder approval under Listing Rule 10.11 for the issue of a total of 3,000,000 Director Options to Mr Robert Scharnell (and/or his nominee(s)) at an exercise price of \$0.12 per Director Option, an expiry date of 23 August 2028 and otherwise on the terms and conditions set out in Schedule 2.

**6.1 Corporations Act Section 208**

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a Related Party without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Director Options to Mr Scharnell (and/or his nominee(s)) constitutes giving a financial benefit and Mr Scharnell is a Related Party of the Company by virtue of being a Director.

The Directors (other than Mr Scharnell, to whom this specific Resolution applies to) consider that Shareholder approval pursuant to Section 208 of the Corporations Act is not required in respect of the issue of the Director Options to Mr Scharnell, given the arrangement to issue the Director Options is considered to be reasonable remuneration in the circumstances.

**6.2 Listing Rule 10.11**

Refer to Section 4.3 of this Notice for a summary of Listing Rule 10.11.

The issue of the Director Options to Mr Scharnell falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 7 seeks the required Shareholder approval for the issue of the Director Options to Mr Scharnell (and/or his nominee(s)) for the purposes of Listing Rule 10.11.

### 6.3 Listing Rule 10.13

ASX Listing Rule 10.13 requires that the following information be provided to the Shareholders in relation to Resolution 7:

(a) **The name of the allottee of the securities**

The Director Options are proposed to be issued to Mr Robert Scharnell (and/or his nominee(s)).

(b) **The maximum number of securities to be allotted and issued**

The maximum number of Director Options that will be issued is 3,000,000.

(c) **The date of allotment and issue of the securities**

Any Director Options to be issued to Mr Scharnell will be issued as soon as practicable after the date of the Meeting and, in any event, by no later than one (1) month after the Meeting (or any such longer period permitted by ASX).

(d) **The relationship that requires Shareholder approval**

Mr Scharnell is a Related Party under section 228 of the Corporations Act, and for the purposes of Listing Rule 10.11.1, by virtue of being a Director.

(e) **The issue price of the securities**

The Director Options will be issued for nil consideration, however, if exercised in accordance with the terms of the Director Options as set out in Schedule 2, will have an exercise price equal to \$0.12 per Director Option.

(f) **The terms of the securities**

Full terms of the Director Options are set out in Schedule 2.

(g) **The intended use of the funds**

No funds will be raised through the issue of the Director Options. However, upon exercise of the Director Options, if applicable, the Company intends to use those funds raised for general working capital purposes or in any other manner that the Board considers appropriate at the relevant time.

The purpose of the issue of the Director Options is to incentivise and remunerate Mr Scharnell in performing his role and the issue of the Director Options is considered an appropriate mechanism in the circumstances of the Company.



(h) **Director's total remuneration package for the current financial year**

The table below sets out the total remuneration package for the current financial year for each Director (and their related parties) including all cash and securities (including the Director Options).

Director	Remuneration for the current financial year (i.e., end 30 June 2025)	
	Cash	Non-Cash Remuneration
Mr Robert Scharnell	\$69,713 <sup>1</sup>	\$87,582 <sup>2</sup>
<b>Total</b>	<b>\$69,713</b>	<b>\$87,582</b>

**Notes:**

1. *Exclusive of GST and superannuation.*
2. *Director Options, which are proposed to be issued to Mr Scharnell with a total value of \$87,582 for the reporting period.*

(i) **If the securities are to be issued under an agreement, a summary of the material terms of the agreement**

The Director Options proposed to be issued to Mr Scharnell are proposed to be issued as an incentive under the terms of his employment for his engagement as a Director. The material terms of Mr Scharnell's engagement agreement are as follows:

- base remuneration for services of \$60,000 per annum;
- commencing on 23 November 2023 and continuing until terminated in accordance with the terms of the engagement agreement; and
- otherwise, on standard commercial terms for an agreement of its nature.

(j) **Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice of Meeting.

## 6.4 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of securityholders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 10.11 above) and what will happen if securityholders give, or do not give, that approval.

If Resolution 7 is approved by Shareholders, then the Company will be able to proceed with the issue of the Director Options to Mr Scharnell.

If Resolution 7 is not approved by Shareholders, the Company will not be able to proceed with the issue of the Director Options to Mr Scharnell and, as a result, may not be able to retain the services of Mr Scharnell.

## 6.5 Directors' recommendation

The Directors (other than Mr Scharnell to whom the Resolution relates to his own material personal interest) recommend that Shareholders approve Resolution 7 and the issue of the Director Options to Mr Scharnell.

For personal use only

## DEFINITIONS

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In this Notice of Meeting and Explanatory Statement:

**“General Meeting”** or **“Meeting”** means the General Meeting of Shareholders convened in accordance with this Notice of Meeting to be held at Level 24, 44 St Georges Terrace, Perth, WA 6000, commencing at 10:00AM (AWST) on Wednesday, 17 September 2025.

**“ASIC”** means the Australian Securities and Investments Commission.

**“Associate”** has the meaning set out in sections 11 to 17 of the Corporations Act as applicable, and as applied, in accordance with the note to Listing Rule 14.11.

**“ASX”** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**“Auditor”** means the auditor of the Company.

**“AWST”** means Australian Western Standard Time.

**“Board”** means the board of Directors.

**“Business Day”** has the meaning given to it in Chapter 19 of the Listing Rules.

**“Cambrian Holdings”** means Cambrian Holdings Pty Ltd (ACN 009 420 795).

**“Chair”** means the chairperson of the Meeting.

**“Closely Related Party”** means a closely related party of a member of Key Management Personnel as defined in the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of that member’s spouse;
- (c) a dependent of that member or of that member’s spouse;
- (d) anyone else who is one of that member’s family and may be expected to influence that member, or be influenced by that member, in that member’s dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

**“Company”** means Kinetiko Energy Ltd (ACN 141 647 529).

**“Company Secretary”** means the secretary of the Company.

**“Constitution”** means the constitution of the Company.

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

**“Director”** means a director of the Company.

**“Director Options”** means the proposed issue of Options to Mr Robert Scharnell on the terms and conditions set out in this Notice.

**“Explanatory Statement”** means this Explanatory Statement.

**“Key Management Personnel”** means the key management personnel of the Company as defined in the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**“Lenders”** has the meaning given in Section 1.2 of this Notice.

**“Listing Rules”** means the official Listing Rules of the ASX.

**“Loan Conversion Options”** has the meaning Section 1.2 of this Notice.

**“Loan Conversion Shares”** has the meaning Section 1.2 of this Notice.

**“Managing Director”** means the managing Director of the Company.

**“Melville Equity”** means Melville Equity Pty Ltd (ACN 163 986 258).

**“Non-Executive Director”** means a non-executive Director of the Company.

**“Notice”** and **“Notice of Meeting”** means the notice of meeting to which this Explanatory Memorandum is attached.

**“Official List”** means the official list of ASX.

**“Operations Manager”** means Mr Hendrik Burger Jnr.

**“Operations Manager Shares”** means the total of 50,000 Shares issued to the Operations Manager.

**“Option”** means an option to acquire 1 Share.

**“Participating Directors”** means Mr Robert Scharnell, Mr Adam Sierakowski, Mr Donald Ncube and Mr Dirk Robert Bulder.

**“Person”** means, in relation to a Voting Exclusion Statement for a Resolution for the purposes of:

- Listing Rules 7.1, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company);
- Listing Rule 7.4, a person who participated in the issue or is a counterparty to the agreement being approved; and
- Listing Rule 10.11, a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company).

**“Placement”** means the placement described in Section 1.1.

**“Placement Offer Letter”** means the letter(s) provided to the Placement Participants for the purposes of participating in the issue of Placement Securities by the Company.

**“Placement Options”** means the issue of Options subject to the terms and conditions set out in Schedule 1.

**“Placement Shares”** means the issue of Shares at an issue price of \$0.04 per Share.

**“Participants”** means a sophisticated and/or professional investor or otherwise exempt investor to whom securities may be offered by the Company without disclosure under section 708 of the Corporations Act.

**“Placement Securities”** means, together, the Placement Shares and the Placement Options.

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

**“Related Party”** has the meaning given in Chapter 19 of the Listing Rules.

**“Relevant Interest”** has the meaning given in the Corporations Act.

**“Resolution”** means a resolution to be put to Shareholders set out in this Notice.

**“Schedule”** means a schedule to this Notice.

**“Section”** means a section of this Explanatory Statement.

**“Share”** means an ordinary fully paid ordinary share in the capital of the Company and **“Shareholder”** has a corresponding meaning.

**“Trading Day”** has the meaning given in Chapter 19 of the Listing Rules.

**“Tranche 1 Placement Options”** means a total 34,825,000 Placement Options to be issued pursuant to the Tranche 1 Placement and on the terms and conditions set out in Schedule 1.

**“Tranche 1 Placement Shares”** means a total of 34,825,000 Placement Shares at an issue price of \$0.04 per Share to be issued pursuant to the Tranche 1 Placement.

**“Tranche 2 Placement Options”** means a total of 7,750,000 Placement Options proposed to be issued to the Participating Directors on the terms and conditions set out in Schedule 1, the subject of Resolutions 5(a), (b), (c) and (d).

**“Tranche 2 Placement Shares”** means a total of 7,750,000 Placement Shares proposed to be issued to the Participating Directors.

**“Voting Exclusion Statement”** means a voting exclusion statement as required by ASX Listing Rule 14.11.

**“Voting Power”** has the meaning given to it in the Corporations Act.

## SCHEDULE 1– TERMS AND CONDITIONS OF PLACEMENT OPTIONS

---

### 1. Entitlement

Each Placement Option entitles the holder to subscribe for one (1) Share upon exercise of the Placement Option.

### 2. Expiry Date

Each Placement Option will expire at 5.00pm (AWST) on 30 June 2027 (“**Expiry Date**”).

### 3. Exercise Price

Each Placement Option will have an exercise price equal to \$0.07 (“**Exercise Price**”).

### 4. Vesting, exercise period and lapsing

The Placement Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).

### 5. Exercise Notice and payment

Placement Options may be exercised by notice in writing to the Company (“**Exercise Notice**”) together with payment of the Exercise Price for each Placement Option being exercised. Any Exercise Notice for a Placement Option received by the Company will be deemed to be a notice of the exercise of that Placement Option as at the date of receipt. Payment in connection with the exercise of Placement Options must be in Australian dollars and made payable to the Company in cleared funds.

### 6. Shares issued on exercise

Shares issued on exercise of Placement Options will rank equally in all respects with then existing Shares in the Company.

### 7. Quotation

The Company will not apply for quotation of the Placement Options on the ASX.

Provided that the Company Shares are quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Placement Options.

### 8. Timing of issue of Shares

Subject to section 9 of this Schedule, within five (5) business days after the later of the following:

- (a) receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price in cleared funds for each Placement Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (b) the date that the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Exercise Price in cleared funds for each Placement Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Placement Options and, to the extent that it is legally able to do so:

- (c) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Placement Options.

If the Company is unable to lodge a notice that complies with section 708A(5)(e) of the Corporations Act then the Company may, in its absolute discretion, issue the Shares after the lodgement of a disclosure document issued by the Company complying with Part 6D.2 of the Corporations Act in respect of an offer of Shares ("**Cleansing Prospectus**") or, if agreed by the holder, issue the Shares after the holder signs an undertaking not to deal in the Shares until the earlier of the Company issuing a Cleansing Prospectus and twelve (12) months from issue, and agrees to a holding lock being placed on the Shares for this period.

## **9. Shareholder and regulatory approvals**

Despite any other provision of these terms and conditions, exercise of Placement Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Placement Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Placement Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Placement Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Placement Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

## **10. Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Placement Options the opportunity to exercise their Placement Options prior to the announced record date for determining entitlements to participate in any such issue.

## **11. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Placement Option before the record date for the bonus issue and there will be no change made to the Exercise Price.

## **12. Adjustment for rights issues**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

**13. Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**14. Transferability**

Placement Options can only be transferred with the prior written consent of the Company, which consent may be withheld in the Company's sole discretion.



## SCHEDULE 2– TERMS AND CONDITIONS OF DIRECTOR OPTIONS

---

### 1. Entitlement

Each Director Option entitles the holder to subscribe for one (1) Share upon exercise of the Director Option.

### 2. Expiry Date

Each Director Option will expire at 5.00pm (AWST) on 23 August 2028 (“**Expiry Date**”).

### 3. Exercise Price

Each Director Option will have an exercise price equal to \$0.12 (“**Exercise Price**”).

### 4. Vesting, exercise period and lapsing

The Director Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).

### 5. Exercise Notice and payment

Director Options may be exercised by notice in writing to the Company (“**Exercise Notice**”) together with payment of the Exercise Price for each Director Option being exercised. Any Exercise Notice for a Director Option received by the Company will be deemed to be a notice of the exercise of that Director Option as at the date of receipt. Payment in connection with the exercise of Director Options must be in Australian dollars and made payable to the Company in cleared funds.

### 6. Shares issued on exercise

Shares issued on exercise of Director Options will rank equally in all respects with then existing Shares in the Company.

### 7. Quotation

The Company will not apply for quotation of the Director Options on the ASX.

Provided that the Company Shares are quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Director Options.

### 8. Timing of issue of Shares

Subject to section 9 of this Schedule, within five (5) business days after the later of the following:

- (e) receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price in cleared funds for each Director Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (f) the date that the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Exercise Price in cleared funds for each Director Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Director Options and, to the extent that it is legally able to do so:

- (g) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (h) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Director Options.

If the Company is unable to lodge a notice that complies with section 708A(5)(e) of the Corporations Act then the Company may, in its absolute discretion, issue the Shares after the lodgement of a disclosure document issued by the Company complying with Part 6D.2 of the Corporations Act in respect of an offer of Shares ("**Cleansing Prospectus**") or, if agreed by the holder, issue the Shares after the holder signs an undertaking not to deal in the Shares until the earlier of the Company issuing a Cleansing Prospectus and twelve (12) months from issue, and agrees to a holding lock being placed on the Shares for this period.

## **9. Shareholder and regulatory approvals**

Despite any other provision of these terms and conditions, exercise of Director Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Director Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Director Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Director Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Director Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

## **10. Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Director Options the opportunity to exercise their Director Options prior to the announced record date for determining entitlements to participate in any such issue.

## **11. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a Director Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Director Option before the record date for the bonus issue and there will be no change made to the Exercise Price.

## **12. Adjustment for rights issues**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

**13. Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**14. Transferability**

Director Options can only be transferred with the prior written consent of the Company, which consent may be withheld in the Company's sole discretion.

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 15 September 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, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Kinetiko Energy Limited, to be held at **10.00am (AWST) on Wednesday, 17 September 2025 at Level 24, 44 St Georges Terrace, Perth WA 6000** 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.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 7 (except where I/we have indicated a different voting intention below) even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4c Ratification of prior issue of Loan Conversion Options to Ms Blanche Blakeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Tranche 1 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4d Ratification of prior issue of Loan Conversion Options to Mr Richard Wolanski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Ratification of prior issue of Loan Conversion Shares to Cambrian Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a Approval for participation in Placement – Mr Robert Scharnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Ratification of prior issue of Loan Conversion Shares to Melville Equity Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b Approval for participation in Placement – Mr Adam Sierakowski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Ratification of prior issue of Loan Conversion Shares to Ms Blanche Blakeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5c Approval for participation in Placement – Mr Donald Ncube	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Ratification of prior issue of Loan Conversion Shares to Mr Richard Wolanski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5d Approval for participation in Placement – Mr Dirk Robert Bulder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Ratification of prior issue of Loan Conversion Options to Cambrian Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of prior issue of Operations Manager Shares to Mr Hendrik Burger Jnr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b Ratification of prior issue of Loan Conversion Options to Melville Equity Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval for the issue of Director Options to Mr Robert Scharnell	<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).