



8 January 2026

## 3D ENERGI LIMITED – GENERAL MEETING OF SHAREHOLDERS – 9 FEBRUARY 2026

Notice is hereby given that the General Meeting of Shareholders of 3D Energi Limited (“3D Energi” or the “Company”) will be held virtually on Monday, 9 February 2026 at 2:00pm (AEDT) (“GM”).

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to shareholders as to how the communication from the Company can be received. The Company will not be dispatching physical copies of meeting documents and notices, including the Notice of Meeting for the GM, unless you request a physical copy to be posted to you.

The Notice of Meeting and accompanying explanatory statement (“**Meeting Materials**”) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <https://3denergi.com.au/investors/asx-announcements/> or at the Company’s share registry’s website [www.investorvote.com.au](http://www.investorvote.com.au) by logging in with your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company’s ASX code “TDO”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at <https://www.computershare.com/au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Computershare Investor Services Pty Limited on <https://www.computershare.com/au> or by phone on +61 3 9415 4000 or 1300 850 505 (within Australia), to obtain a copy.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'S. Ross'.

Stefan Ross  
Company Secretary  
3D Energi Limited



**3D ENERGI LIMITED**  
**ACN 105 597 279**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Monday, 9 February 2026**

Time of Meeting:  
**2:00PM (AEDT)**

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://3denergi.com.au/>.

*This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant,  
solicitor, or other professional advisor without delay.*

For personal use only

# 3D ENERGI LIMITED

ACN 105 597 279

Registered office: Level 18, 41 Exhibition Street, Melbourne, Victoria 3000

Notice is hereby given that the General Meeting of Members of 3D Energi Limited ("3D Energi" or the "Company") will be held virtually at 2.00pm (AEDT) on Monday, 9 February 2026 ("General Meeting", "GM" or "Meeting").

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the GM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the GM.

The virtual meeting can be attended using the following details:

**When:** Monday, 9 February 2026 at 2:00pm (AEDT)  
**Topic:** 3D Energi Limited General Meeting

**Register in advance for the virtual meeting:**

[https://vistra.zoom.us/webinar/register/WN\\_IffotoBTQaSXICubkrPckA](https://vistra.zoom.us/webinar/register/WN_IffotoBTQaSXICubkrPckA)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [stefan.ross@vistra.com](mailto:stefan.ross@vistra.com). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the GM online should therefore monitor the Company's website and its ASX announcements for any updates about the GM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: TDO) and on its website at <https://3denergi.com.au/>.

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# 3D ENERGI LIMITED

ACN 105 597 279

Registered office: Level 18, 41 Exhibition Street, Melbourne, Victoria 3000

## AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### Resolution 1: Ratification of prior issue of Shares

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 103,571,429 fully paid ordinary shares at an issue price of \$0.14 (14 cents) per share in relation to the Placement to sophisticated and professional investors, as described in the Explanatory Statement."*

#### Resolution 2: Approval to issue Placement Options as part of the Placement

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

*"That, under and for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 103,571,429 Options in the Company to sophisticated and professional investors, attaching to the Shares issued under the Placement announced on 16 December 2025, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice".*

### BY ORDER OF THE BOARD

**Stefan Ross**  
**Company Secretary**  
Dated: 6 January 2026

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## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Proxies**
  - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and Corporations Act.
  - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 2:00pm AEDT on Saturday, 7 February 2026. Any proxy received after that time will not be valid for the scheduled meeting.
    - i. By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
    - ii. By fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
    - iii. Online by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR code found on the enclosed proxy form with your mobile device
    - iv. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions
4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting 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 and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
5. **How the Chairman will vote Undirected Proxies**

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.
6. **Voting Exclusion Statement:**

**Resolutions 1 and 2**

The Company will disregard any votes cast in favour of these resolutions by or on behalf of any persons who participated or are expected to participate or who will obtain a material benefit as a result of the issue of securities or any associates of that person or those persons. However, this does not apply to a vote cast in favour of these resolution by:

  - a) a person as a 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
  - b) 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
  - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
7. **Enquiries**

Shareholders are invited to contact the Company Secretary, Stefan Ross on +61 3 9650 9866 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of General Meeting ("**Notice**") for the General Meeting ("**Meeting**") to be held virtually, at 2.00pm (AEDT) on Monday, 9 February 2026.

The Notice incorporates, and should be read together, with this Statement.

### Background to Resolutions 1 and 2

On 16 December 2025, the Company announced that it had secured firm commitments to raise \$14.5million (before costs) via a placement to sophisticated and professional investors. The Placement will result in the issue of 103,571,429 fully paid ordinary shares (**Shares**) at an issue price of \$0.14 (14 cents) per share and 103,571,429 free attaching options (**Placement Options**), exercisable at \$0.21 each, with an expiry date of 2 years from the date of issue, on the basis of one Option for every one Share issued. All of the Placement Options are subject to shareholder approval. It is intended that the Placement Options will be listed, and an application will be made to the ASX for quotation of the options, subject to shareholder approval and meeting the ASX requirements for quotation of the options.

The Shares were issued in a single tranche on 24 December 2025, which was within the Company's existing placement capacity under ASX Listing Rule 7.1 and 7.1A.

Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited acted as Joint Lead Managers to the Placement.

The Placement and associated resolutions contained in this Notice of Meeting are summarised below:

- Resolution 1 to ratify the prior issue of 103,571,429 Shares under the Placement; and
- Resolution 2 to approve the issue of 103,571,429 Placement Options under the Placement.

### **Resolution 1: Ratification of prior issue of Shares**

#### ***Background.***

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 103,571,429 Shares in the Company issued on 24 December 2025 at an issue price of \$0.14 (14 cents) per Share, raising approximately \$14.5million (before costs), on the terms announced on 16 December 2025.

The Shares were issued without Shareholder approval out of the Company's 15% placement capacity pursuant to Listing Rule 7.1 and 10% placement capacity pursuant to ASX Listing Rule 7.1A.

### **ASX Listing Rules**

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1A provides that a Company may seek shareholder approval at its General Meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity).

An Eligible Entity is one that, as at the date of the relevant General Meeting –

- (a) it must have a market capitalisation of \$300 million or less.
- (b) it must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting on 28 November 2025), the Company was an Eligible Entity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 and 7.1A if the issue did not breach ASX Listing Rule 7.1 and 7.1A at the time and shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rules 7.1 and 7.1A placement capacity and the Company now seeks ratification from Shareholder for the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rules 7.1 and 7.1A.

If this Resolution is approved, the prior issue of 103,571,429 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If this Resolution is not approved, the prior issue of 103,571,429 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The Shares were issued to sophisticated and professional investors, who are not related parties, and who participated in the Placement. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21;
- (b) the number and class of securities issued was 103,571,429 fully paid ordinary shares in the Company;
- (c) the Shares were issued on 24 December 2025;
- (d) the Shares were issued at an issue price of \$0.14 (14 cents) per Share;
- (e) the Shares allotted and issued rank pari passu with all existing securities of their class; and
- (f) proceeds from the Placement will be applied towards testing at the Essington-1 well, drilling the Charlemont-1 gas exploration well within the VIC/P79 exploration permit, the second well of the 2025 Otway Exploration Drilling Program ("OEDP") and for general working capital purposes, including costs of the Placement.

#### **Board Recommendation**

The Board recommends that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

#### **Voting Exclusions**

Refer to Note 6 for voting exclusions on this Resolution.

### **Resolution 2: Approval to issue Placement Options as part of the Placement**

#### **Background**

Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1 and all other purposes for the issue of up to 103,571,429 free attaching options, exercisable at \$0.21 each, with an expiry date of 2 years from the date of issue, on the basis of one Option for every one Share issued to sophisticated and professional investors as part of the Placement announced by the Company on 16 December 2025.

It is intended that the Placement Options will be listed, and an application will be made to the ASX for quotation of the options, subject to shareholder approval and meeting the ASX requirements for quotation of the options.

Refer to Annexure 1 for the detailed terms of the Placement Options.

#### **ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. As the issue of 103,571,429 Placement Options, without shareholder approval, will exceed that 15% limit, the Company proposes this Resolution to seek shareholder approval under Listing Rule 7.1.

If this Resolution is passed, the Company will issue 103,571,429 Placement Options without using any of its placement capacity under Listing Rule 7.1, and retain the flexibility to make future issues of equity securities up to the 15% limit.

If this Resolution is not passed, the Company would not be able to proceed with the issue of 103,571,429 Placement Options with shareholder approval, however, may consider issuing the securities out of its placement capacity under ASX Listing Rule 7.1, subject to approval of Resolution 1.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) The Placement Options will be issued to professional and sophisticated investors, who are not related parties, and who participated in the Placement. There are no participants in the Placement that are investors required to be disclosed under ASX Guidance Note 21.
- (b) the number and class of securities to be issued is 103,571,429 Placement Options;
- (c) the date by which the Company will issue the securities will be no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX). The Company however expects to issue the Placement Options on or around 16 February 2026;
- (d) the Placement Options are to be issued to the investors who participated in the Placement, with an exercise price of \$0.21 each, with an expiry date of 2 years from the date of issue. The material terms of Options are as set out in Annexure 1; and
- (e) the Placement Options will be issued as part of the Placement in the form of free-attaching options and therefore no funds will be raised from the issue of the Placement Options. However, if any Placement Options are exercised in the future, the funds raised from the exercise of the Placement Options are intended to be used towards the exploration campaign at VIC/P79 and for general working capital purposes.

#### **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

#### **Voting Exclusions**

Refer to Note 6 for voting exclusions on this Resolution.



## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means 3D Energi Limited ACN 105 597 279;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

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

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means 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) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

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

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**VWAP**” means volume weighted average price.

## ANNEXURE 1 – Terms of Placement Options in connection with Resolution 2

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The following are the terms and conditions of the Placement Options:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph **Error! Reference source not found.**, the amount payable upon exercise of each Option will be \$0.21 (21 cents) (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (AEDT) on the second anniversary from the date of issue, but if such date falls on a day that is not a business day, the final date will be the next business day (**Expiry Date**). A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, and if the Shares are listed on the ASX within the time period prescribed by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require

disclosure to investors.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the quotation conditions of the ASX Listing Rules. The Company gives no assurance that such quotation will be granted. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted (where applicable).

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(j) **Reconstruction of capital**

(i) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on Shareholders of the Company.

(ii) In any reorganisation as referred to in this paragraph (j)(i), Options will be treated in the following manner:

- (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (D) in the event of a reduction of the share capital of the Company by a cancellation of paid-up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
- (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
- (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

(k) **Adjustment to Exercise Price**

(i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (j) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.

(ii) The method of adjustment for the purpose of paragraph k(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3,

currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of a New Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(n) **Inconsistency with ASX Listing Rules**

To the extent (if any) that any of these Option terms and conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option terms and conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.



**3D Energi Limited**  
ABN 40 105 597 279

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Saturday, 7 February 2026.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 188544**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of 3D Energi Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of 3D Energi Limited to be held as a virtual meeting on Monday, 9 February 2026 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

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

|              |  | For                      | Against                  | Abstain                  |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of prior issue of Shares                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Approval to issue Placement Options as part of the Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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