

12 May 2026



Dear Shareholder

**2026 Extraordinary General Meeting – Notice of Meeting and Proxy**

Notice is given that the Extraordinary General Meeting (**Meeting**) of Shareholders of Finder Energy Holdings Limited (ACN 656 811 719) (**Company**) will be held as follows:

**Time and date:** 2.00pm (Perth time) on Friday 12<sup>th</sup> June 2026  
**Location:** **Virtual:** register online at [www.investor.automic.com.au](http://www.investor.automic.com.au)

**Notice of Meeting**

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting or Proxy Form unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company’s website at <https://finderenergy.com/investors/announcement-shareholder-information/>; and
- the ASX market announcements page under the Company’s code “FDR”.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

**Voting at the Meeting or by proxy**

**Shareholders are encouraged to vote by lodging a proxy form which is attached.**

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001 or
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 2.00pm (Perth time) on Wednesday, 10<sup>th</sup> June 2026, 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. For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

**Receiving Information Electronically**

Switch to e-comms and receive important information via email instead of post. Simply follow the steps below to **Update your email address online:**

1. Visit [investor.automic.com.au](http://investor.automic.com.au) and Log in or Register for an account.
2. Locate your Finder Energy Holdings shareholding and select **My Details**.
3. Select **Electronic Only** and enter your email.
4. Click next and follow the prompts to update your other details such as bank account and tax details (this is optional).
5. You should now reach the review and save section. Review the details and select **SAVE** at the top right of the screen to save your changes. **If you do not save your details in this step then any changes will be lost.**

Authorised for release by the Board of Finder Energy Holdings Limited.

Paula Kane

**Company Secretary**

Finder Energy Holdings Limited  
ACN 656 811 719

Suite 1, Level 4, 85 S Perth Esplanade  
South Perth WA 6151 Australia

T +61 8 9327 0100  
[info@finderenergy.com](mailto:info@finderenergy.com)

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**FINDER ENERGY HOLDINGS LIMITED**  
**ACN 656 811 719**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**AND**  
**EXPLANATORY MEMORANDUM**

The Extraordinary General Meeting of the Company will be held as follows:

Time: 2:00pm (AWST)  
Date: Friday, 12 June 2026  
Venue: Virtual Meeting only (no physical in-person attendance)  
Register online at [www.investor.automic.com.au](http://www.investor.automic.com.au)

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**This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety.**

If Shareholders are in doubt as to how to vote, they should seek independent advice from their suitably qualified advisor prior to voting.

Should Shareholders wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact our Company Secretary, Paula Kane, on +61 8 9327 0100.

Shareholders are urged to vote by attending the virtual meeting or lodging the Proxy Form.

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

## Finder Energy Holdings Limited

ACN 656 811 719

Notice is hereby given that an extraordinary general meeting of Shareholders of Finder Energy Holdings Limited (**Company**) will be held on Friday, 12 June 2026 at 2:00pm (AWST) as a virtual meeting (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online platform powered by the Company's registry service provider, Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link [www.investor.automic.com.au](http://www.investor.automic.com.au) and then clicking on "**register**" and following the prompts. Shareholders will require their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) to create an account with Automic.

To access the virtual meeting on the day:

1. open your internet browser and go to [www.investor.automic.com.au](http://www.investor.automic.com.au);
2. login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting;**
3. after logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting;
4. click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting Virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 10 June 2026 at 5:00pm (AWST).

Terms and abbreviations used in this Notice are defined in the Glossary at the end of this Notice.

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## AGENDA

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### 1. RESOLUTIONS

#### **Resolution 1 – Ratification of Issue of Tranche 1 Placement Shares pursuant to Listing Rule 7.1**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 42,000,000 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.'*

#### **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 of Shares pursuant to the Tranche 1 Placement; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;
- the Chair 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 – Participation in Placement by a Substantial (30%+) Shareholder – Longreach Capital Investment Pty Ltd**

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

*'That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Tranche 2 Placement shares to Longreach Capital Investment Pty Ltd (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.'*

#### **Voting Exclusion Statement**

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

- Longreach Capital Investment Pty Ltd (or its nominee(s)) 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 Shareholder) ; or
- an Associate of that person or those persons.

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

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- 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 3 – Approval to issue Tranche 2 Placement Shares

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

*'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.'*

#### Voting Exclusion Statement

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

- Amplus Energy (Holdings) Limited (or its nominee) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;
- the Chair 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.

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## IMPORTANT NOTES FOR SHAREHOLDERS

### MEETING DOCUMENTS

This Notice of Meeting and the accompanying Explanatory Memorandum set out important details regarding the resolutions that will be put to Shareholders at the EGM. You should read all of the documents carefully.

### ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Shareholders eligible to vote at the EGM will be those persons who are registered Shareholders of the Company at 5:00pm (AWST) on Wednesday, 10 June 2026.

### YOUR VOTE IS IMPORTANT

The business of the EGM affects your shareholding, and your vote is important. If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

### HOW TO VOTE

You may vote virtually, by proxy or attorney, or by an authorised representative (if you are a body corporate).

All voting will be conducted by poll.

#### Voting Virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform powered by Automic.

Once the Chair has declared the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen. If you do not see the voting status “Open” please refresh your screen.

Select either “**Full**” or “**Allocate**” option to access your electronic voting card. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms>.

#### Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in

accordance with the instructions set out in the Proxy Form.

A Shareholder who is entitled to vote at the EGM has a right to appoint a proxy to attend and vote for the Shareholder at the EGM. A proxy need not be a Shareholder. A Shareholder who is entitled to cast two or more votes at the EGM may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes 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 Forms together. If you require an additional Proxy Form, contact Automic Registry Services.

If you wish to appoint someone other than the Chair as your proxy, please write the name of the individual or body corporate on the Proxy Form. Otherwise, if you leave this box blank, the Chair will be appointed as your proxy by default.

The Chair intends to vote all valid undirected proxies for all other Resolutions in favour of those Resolutions.

**Proxy Forms should be returned to the Company’s Share Registry, Automic Registry Services, in accordance with the instructions on the enclosed Proxy Form by 2:00pm (AWST) on Wednesday, 10 June 2026.**

**Proxy Forms received later than the time specified above will be invalid.**

The following methods of delivery for proxies are specified:

**Online:** [investor.automic.com.au/#/loginsah](https://investor.automic.com.au/#/loginsah)

Login and click on “meetings”. Use the Holder Number as shown at the top of the attached Proxy Form.

**By post:** 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

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**Voting by Corporate Representative**

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint an individual to act as its representative at the EGM in accordance with section 250D of the Corporations Act.

To appoint a corporate representative, a body corporate must provide the Company with the appropriate "Appointment of Corporate Representative" executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting. The Appointment of Corporate Representative must be lodged with the Company and/or the Share Registrar, Automic, before the EGM. Appointment of Corporate Representative forms are available on request by contacting Automic by phone on 1300 288 664 (within Australia), +61 2 9698 5414 (overseas) or obtained from Automic's website <https://automic.com.au>.

**Technical difficulties**

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In

exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 2:00pm (AWST) on Wednesday, 10 June 2026.

**ENQUIRIES**

Shareholders are asked to contact the Company Secretary, Ms Paula Kane (+61 8) 9327 0100 if they have any queries in respect of the matters set out in this Notice of Meeting.

**BY ORDER OF THE BOARD**



*Paula Kane*

Paula Kane

**Company Secretary**

**Finder Energy Holdings Limited**

Dated: 12 May 2026

**KEY DATES**

Event	Date
Deadline for lodgement of Proxy Forms	2:00pm (AWST) on Wednesday, 10 June 2026
Determination of voting eligibility	5:00pm (AWST) on Wednesday, 10 June 2026
EGM	2:00pm (AWST) on Friday, 12 June 2026

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## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in respect of the EGM.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting.

### BACKGROUND TO THE OFFER

As announced to the ASX on 30 April 2026, the Company announced that it was undertaking a placement to raise \$27 million by the issue of up to 54,000,000 Shares at an issue price of \$0.50 per Share to sophisticated, professional and institutional investors, to be completed in two tranches (**Placement**). Existing eligible shareholders are invited to participate in a Share Placement Plan (**SPP**) targeting to raise up to \$3 million (see Company Announcement of 6 May 2026). The Placement and SPP together, referred to as the **Offer**.

The Placement is being completed in two tranches, comprising:

- (a) an unconditional placement for the issue of 42,000,000 Shares on Friday 8 May 2026 under the Company's Listing Rule 7.1 (**Tranche 1 Placement**), the subject of ratification under Resolution 1;
- (b) a conditional placement for the issue of 10,000,000 Shares, subject to the Company obtaining Shareholder approval under Resolution 2 and an unconditional placement for the issue of 2,000,000 Shares, subject to the Company obtaining Shareholder approval under Resolution 3 (**Tranche 2 Placement**).

The Tranche 1 Placement completed on 8 May 2026.

The purpose for the Offer is to fund critical path long lead items and First Oil acceleration costs for the KTJ Project and particular FPSO costs, specifically:

- (a) KTJ First Oil acceleration costs & subsea long lead items;
- (b) FPSO holding costs and engineering studies; and
- (c) working capital and general corporate purposes.

Further details regarding the intended use of funds raised under the Offer is set out below:

Uses	A\$m
KTJ First Oil acceleration costs & subsea LLIs	24.0
FPSO holding costs and engineering studies	11.5
Working capital and general corporate purposes (incl. costs of the Placement and SPP) <sup>1</sup>	7.9
<b>Total uses<sup>2</sup></b>	<b>43.4</b>

<sup>1</sup> Includes available cash at 24 April 2026

<sup>2</sup> Assumes SPP is fully subscribed

The Company has engaged Barrenjoey Markets Pty Limited, Canaccord Genuity (Australia) Limited and Petra Capital Pty Ltd (**Joint Lead Managers**) to manage the Placement under a placement management agreement (**PMA**). A summary of the material terms and conditions of the PMA between the Company and the Joint Lead Managers is set out below:

- (a) **Background:** Finder has entered into a placement agreement with the Joint Lead Managers, under which the Joint Lead Managers have agreed to act as joint lead managers and bookrunners in connection with the PMA, subject to the terms and conditions of the PMA.

- (b) **Conditions precedent** The PMA contains certain conditions precedent (including, for Tranche 2, that Finder shareholder approval is received at the Company's EGM), representations and warranties, undertakings and indemnities in favour of the Joint Lead Managers.
- (c) **Fees:** The Joint Lead Managers are entitled (provided they fulfil their obligations) to a 5% management fee of the Placement proceeds. Each Joint Lead Manager will be paid one third. If the Joint Lead Managers terminate the PMA, the Company does not need to pay any fees that have not accrued as at the termination date.
- (d) **Termination:** The Joint Lead Managers may terminate the PMA if certain conditions contemplated by the PMA are not satisfied or if certain events occur. The conditions and termination events in the PMA are not uncommon for an arrangement of this nature and a detailed summary of those conditions are contained in the Company's ASX announcement of 30 April 2026 titled 'Corporate Presentation and Equity Raising'. In some cases, the ability of a Joint Lead Manager to terminate the PMA is limited to circumstances where a Joint Lead Manager has reasonable and bona fide grounds to believe that such event could give rise to a liability of a Joint Lead Manager under any law, has or may have a material adverse effect on the financial position, performance or prospects of the Finder group or the marketing, settlement or outcome of the Placement (or any part of it) or the likely trading price of any of the Placement Shares.

If a Joint Lead Manager terminates its obligations under the PMA, the Joint Lead Manager will not be obliged to perform any of its obligations that remain to be performed. Termination of the PMA could have an adverse impact on the amounts of proceeds raised under the Placement.

### Capital Structure

The indicative capital structure of the Company following completion of the Offer (assuming the SPP is fully subscribed) and assumes no other securities are issued, and no other existing securities are exercised or converted into Shares, is set out below:

Security	Number
Existing Shares on issue as at the date of this Notice <sup>1</sup>	542,250,497
Tranche 2 Placement shares	12,000,000
SPP shares <sup>2</sup>	6,000,000
<b>Total Shares</b>	<b>560,250,497</b>
<b>Options (exercisable at various dates and prices)</b>	<b>5,583,333</b>
<b>Performance rights</b>	<b>57,240,000</b>

Notes:

<sup>1</sup> Includes 42,000,000 Shares issued under the Tranche 1 Placement on 8 May 2026.

<sup>2</sup> Assumes SPP is fully subscribed.

### Timetable

An indicative timetable for completion of the Placement is set out below:

Event	Date*
Notice of Meeting despatched to Shareholders	Tuesday, 12 May 2026
Shareholder meeting	Friday, 12 June 2026
Settlement of Tranche 2 Placement	Tuesday, 16 June 2026
Dispatch of holding statements for Shares	Wednesday, 17 June 2026

\* These dates are indicative only and subject to change

## RESOLUTION 1 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES

### Background

On Friday, 8 May 2026, the Company issued 42,000,000 Shares at an issue price of \$0.50 per Share under the Tranche 1 Placement (**Tranche 1 Placement Shares**) pursuant to the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under this Resolution.

Resolution 1 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) for the issue of the 42,000,000 Tranche 1 Placement Shares.

Further information in relation to the Placement and the issue of the Tranche 1 Placement Shares is set out under the heading "Background to the Offer" above.

### Listing Rule 7.1

Listing Rule 7.1 provides that, without Shareholder approval, a company must not issue or agree to issue new Equity Securities constituting more than 15% of its total issued capital within a 12-month period, subject to a number of exceptions.

As the issue of these Shares did not fit within any of the exceptions to Listing Rules 7.1 and was not approved by the Company's Shareholders, the issue of these Shares effectively used up 56% of the Company's 15% placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval during the 12-month period following the issue of the Shares.

Listing Rule 7.4 allows an issue of securities made without the approval of shareholders for the purposes of Listing Rule 7.1 to be ratified by shareholders, in order to ensure that such securities are not counted towards the 15% limitation under Listing Rule 7.1, provided that at the time the issue was made, the issue was made within the Company's existing capacity.

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

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded from the Company's placement capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Company will need to continue to include the relevant number of Shares in its calculation of the number of securities it is able to issue under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

#### *Technical information required by Listing Rule 7.5*

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

#### **Names of the persons to whom the securities were issued or the basis on which those persons were selected**

The Tranche 1 Placement Shares were issued to sophisticated, professional and institutional investors who were identified through the bookbuild process by the Company in conjunction with the Joint Lead Managers to the Placement in accordance with their mandate. The Company confirms that none of the participants in the Tranche 1 Placement were related parties of the Company or Material Investors.

#### **Number and class of securities**

42,000,000 Tranche 1 Placement Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under this Resolution 1).

#### **Date on which the securities were issued**

The Tranche 1 Placement Shares were issued on Friday, 8 May 2026.

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### Issue price

The Tranche 1 Placement Shares were issued for \$0.50 per Share, raising \$21,000,000.

### Purpose of the issue

The purpose of the issue of the Tranche 1 Placement Shares and the intended use of funds raised under the Placement is summarised under the heading “Background to the Offer” above.

### Summary of the material terms of the agreement

The Tranche 1 Placement Shares were issued pursuant to standard confirmation letters and/or share subscription documents containing customary terms for a transaction of this nature.

### Voting exclusion statement

A voting exclusion statement applies to Resolution 1 as set out in the Notice.

### Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

## **RESOLUTION 2 – PARTICIPATION IN PLACEMENT BY A SUBSTANTIAL SHAREHOLDER – LONGREACH CAPITAL INVESTMENT PTY LTD**

### Background

Resolution 2 seeks Shareholder approval under Listing Rule 10.11 for the issue of up to 10,000,000 Tranche 2 Placement shares to Longreach, a substantial (30%+) holder of the Company.

Further information in relation to the Placement and the issue of the Tranche 2 Placement shares is set out under the headings “Background to the Offer” above.

### Listing Rule 10.11

As noted above, unless an exception in Listing Rule 10.12 applies, the Company must obtain Shareholder approval under Listing Rule 10.11 to issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1); or
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2).

It is the view of the Company that the proposed participation by Longreach in the Placement falls within Listing Rules 10.11.1 and 10.11.2 and the exceptions set out in Listing Rule 10.12 do not apply to the current circumstances. Accordingly, Shareholder approval is sought under Resolution 2 for the issue of Tranche 2 Placement shares to Longreach (or their nominee) pursuant to Listing Rule 10.11.

### Sections 606 and 611 of the Corporations Act

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a “relevant interest” in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person’s or someone else’s voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person’s voting power in a company involves determining the voting shares in the company in which the person and the person’s associates have a relevant interest.

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Section 611 of the Corporations Act provides that certain acquisitions of relevant interests in a company's voting shares are exempt from the prohibition in Section 606(1), including acquisitions by a person who throughout the 6 months before the acquisition had a voting power of at least 19% and, as a result of the acquisition, that person would not have voting power in the company more than 3 percentage points (3%) higher than they had 6 months before the acquisition (this exemption is known as the "3% creep" exemption and is found in item 9 of section 611 of the Corporations Act).

The Company notes that:

- (a) Longreach's voting power in the Company as at the date 6 months before the expected issue date of the Tranche 2 Placement shares was 43.5% following the settlement of the first tranche of the Company's placement in December 2025 (see the Company's ASX announcement dated 9 December 2025 and Longreach's change of holding notice released to ASX on 11 December 2025);
- (b) Longreach's voting power in the Company is 37.98% at the latest practicable date before the finalisation of this Notice of Meeting, as a result of having been temporarily diluted by the issue of the Tranche 1 Placement Shares; and
- (c) Longreach's voting power in the Company is expected to be approximately 38.54% on issue of the Tranche 2 Placement shares if 100% of the SPP is subscribed to (see Company's ASX announcement dated 30 April 2026 and 6 May 2026) or 38.96% if there is a nil take up of the SPP.

Accordingly, the Tranche 2 Placement shares the subject of this Resolution may be issued to Longreach without breaching the prohibition under section 606(1) of the Corporations Act in reliance on the 3% creep exemption.

#### Prescribed information pursuant to Listing Rule 10.11

The following information is provided for the purposes of the shareholder approval sought under Listing Rule 10.11, and in accordance with the requirements of Listing Rule 10.13 in respect of the proposed issue of shares.

- (a) The Tranche 2 Placement shares the subject of this Resolution are to be issued to Longreach Capital Investment Pty Ltd (ACN 117 213 706) (or their nominee).
- (b) Longreach was during the six months prior to the Placement a related party (Listing Rule 10.11.1) and a substantial (30%+) holder (Listing Rule 10.11.2) of the Company. In the event the Tranche 2 Placement shares the subject of this Resolution are issued to a nominee of Longreach, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 10,000,000 Tranche 2 Placement shares are to be issued to Longreach.
- (d) The Tranche 2 Placement shares will be issued no later than 1 month after the date of the Meeting, or such date to the extent permitted by any ASX waiver or modifications of the Listing Rules and it is intended that the issue of the Tranche 2 Placement shares will occur on the same date.
- (e) The Tranche 2 Placement shares to be issued to Longreach will be issued at a price of A\$0.50 each (which is the same price per Share as under Tranche 1 of the Placement).
- (f) The Tranche 2 Placement shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) The purpose of the issue of the Tranche 2 Placement shares and the intended use of funds raised under the Placement is summarised under the heading "Background to the Offer" above.
- (h) The Tranche 2 Placement shares will be issued pursuant to a standard confirmation letter and/or share subscription document containing customary terms for a transaction of this nature. There are no other material terms to the proposed issue of the Tranche 2 Placement shares.
- (i) A voting exclusion statement is included in the Notice.

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### Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement shares the subject of this Resolution to Longreach.

If Resolution 2 is not passed, Longreach will not be able to acquire the Tranche 2 Placement shares, therefore reducing the total funds raised by the Company as part of the Placement.

### Recommendation

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

## RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

### Background

Resolution 3 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 2,000,000 Tranche 2 Placement shares to Amplus Energy (Holdings) Limited (**Amplus**). Amplus is not a related party or substantial holder of the Company to which Chapter 10 of the Listing Rules applies, rather Amplus has voluntarily determined to settle in Tranche 2 of the Placement.

Further information in relation to the Placement and the issue of the Tranche 2 Placement shares is set out under the headings “Background to the Offer” above.

### Listing Rule 7.1

A summary of Listing rule 7.1 is set out under Resolution 1 under the heading “Listing Rule 7.1”.

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

If Resolution 3 is passed, the Tranche 2 Placement Shares the subject of this Resolution will be excluded from the Company’s placement capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Company will need to continue to include the relevant number of Shares in its calculation of the number of securities it is able to issue under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

#### *Technical information required by Listing Rule 7.3*

Pursuant to, and in accordance with, Listing Rule 7.3, the following information is provided in relation to Resolution 3.

#### **Names of the persons to whom the securities were issued or the basis on which those persons were selected**

The Tranche 2 Placement Shares the subject of this Resolution will be issued to Amplus Energy (Holdings) Limited (or their nominee).

#### **Number and class of securities**

The maximum number of Shares to be issued is 2,000,000. The Shares will be fully paid ordinary shares in the Company.

#### **Date on which the securities will be issued**

The Tranche 2 Placement shares under this Resolution will be issued no later than 3 months after the date of the Meeting, or such date to the extent permitted by any ASX waiver or modifications of the Listing Rules and it is intended that the issue of all of the Tranche 2 Placement shares will occur on the same date.

#### **Issue price**

The Tranche 2 Placement Shares will be issued at a price of \$0.50 per Share.

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**Purpose of the issue**

The purpose of the issue of the Tranche 2 Placement Shares and the intended use of funds raised under the Placement is summarised under the heading “Background to the Offer” above.

**Summary of the material terms of the agreement**

The Tranche 2 Placement Shares the subject of this Resolution were issued pursuant to standard confirmation letters and/or share subscription documents containing customary terms for a transaction of this nature.

**Voting exclusion statement**

A voting exclusion statement applies to Resolution 3 as set out in the Notice.

**Recommendation**

The Board (other than Amplus nominee on the Board, Stephen Gardyne) unanimously recommends that Shareholders vote in favour of Resolution 3.

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**GLOSSARY**


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**ASX** means ASX Limited, or as the context requires, the financial market operated by it.

**Associate** has the same meaning as the meaning prescribed by Listing Rule 19.12.

**AWST** means the time in Perth, Western Australia.

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

**Chair** means the person acting as chair of the EGM from time to time.

**Company** or **Finder** means Finder Energy Holdings Limited (ACN 656 811 719).

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

**Director** means a current director of the Company.

**EGM** or **Meeting** means the Company's extraordinary general meeting convened by this Notice of Meeting.

**Equity Security** includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

**First Oil** means the date on which sustained commercial production of petroleum is achieved.

**FPSO** means Floating Production Storage and Offloading vessel.

**Key Management Personnel** has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any directors of the Company.

**KTJ Project** means the Kuda Tasi and Jahal Development Project.

**Joint Lead Managers** has the meaning given in the heading "Background to the Offer".

**Listing Rules** means the listing rules of ASX, as amended from time to time.

**Longreach** means Longreach Capital Investment Pty Ltd (ACN 117 213 706).

**Material Investor** means, in relation to the Company:

- a) a related party;
- b) Key Management Personnel;
- c) a substantial Shareholder;
- d) an advisor; or
- e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's current capital structure.

**Notice of Meeting** or **Notice** means this notice of Extraordinary General Meeting including the Explanatory Memorandum.

**Offer** has the meaning given in the heading "Background to the Offer".

**Placement** has the meaning given in the heading "Background to the Offer".

**PMA** has the meaning given in the heading "Background to the Offer".

**Proxy Form** means the proxy form accompanying the Notice.

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

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

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

**SPP** means Share Purchase Plan.

**Tranche 1 Placement** has the meaning given in the heading "Background to the Offer".

**Tranche 1 Placement Shares** has the meaning given in the heading "Resolution 1 – Ratification of Issue of Tranche 1 Placement Shares – Background."

**Tranche 2 Placement** has the meaning given in the heading "Background to the Offer".

**Virtual Meeting** means a meeting conducted wholly online.

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Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 10 June 2026**, 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://portal.automic.com.au/investor/home> 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)

