



BOSS ENERGY LIMITED

ACN 116 834 336

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held as a hybrid meeting on Wednesday, 25 November 2026 at 10:30am (AWST).

Shareholders of the Company may attend in person at the Duxton Hotel Perth, 1 St Georges Terrace, Perth WA or online at investor.automic.com.au.

Shareholders may vote by directed proxy rather than attend the Meeting in person. Proxy Forms for the Meeting should be lodged before 10:30am (AWST) on Monday, 23 November 2026.

Shareholders can also attend the Meeting online and vote in real time via the online Meeting platform, the details of which are described in this Notice.

Shareholders can submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to the Company Secretary at boss@bossenergy.com by no later than 4:00pm (AWST) on Wednesday, 18 November 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and the Company's website at <https://bossenergy.com/>.

This Notice 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 adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6263 4494.

BOSS ENERGY LIMITED

ACN 116 834 336

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Boss Energy Limited (**Company**) will be held as a hybrid meeting on Wednesday, 25 November 2026 at 10:30am (AWST) (**Meeting**). Shareholders of the Company may attend the Meeting in person at the Duxton Hotel Perth, 1 St Georges Terrace, Perth WA, or online at investor.automic.com.au.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this 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 at 4:00pm (AWST) on Monday, 23 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

The Company advises that a poll will be conducted for all Resolutions.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at boss@bossenergy.com by no later than 4:00pm (AWST) on Wednesday, 18 November 2026.

The Company will also provide Shareholders who attend the Meeting online or in person with the opportunity to ask questions during the Meeting in respect to the formal items of business, as well as general questions in respect to the Company and its business.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

Attending the Meeting online

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting online via the online meeting platform powered by 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 investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

To access the Meeting online on the day of the Meeting:

1. Open your internet browser and go to 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.

It is recommended that Shareholders wishing to attend the Meeting online log in from 15 to 30 minutes prior to the scheduled start time.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so in real time by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click “**Register**” and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “**Register**”. Alternatively, select Meetings from the left-hand menu.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units.
Important: *Votes cannot be amended once submitted.*

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

Technical difficulties

As the Meeting is being held as a hybrid meeting with some Shareholders participating online, 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 of the meeting will have regard to the nature of the issue, the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report, the Auditor's Report and Sustainability Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding resolution** the following:

'That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.'

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
 - (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.
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2 Resolution 2 – Election of Mr Peter Botten as a Director

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 article 7.3(i) of the Constitution, Listing Rules 14.4 and 14.5, and for all other purposes, Mr Peter Botten, Director, retires and being eligible pursuant to article 7.3 of

the Constitution and offering himself for election, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'

3 Resolution 3 – Approval of Employee Incentive Plan

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 7.2 Exception 13, Listing Rule 10.19 and Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act), and for all other purposes, Shareholders approve the Employee Incentive Plan (Plan) and the grant of up to 20,760,082 Shares, Performance Rights and Options and the issue of the underlying Shares of such Performance Rights and Options on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast on this Resolution:

- (a) in favour of this Resolution by or on behalf of:
 - (i) a person who is eligible to participate in the Plan;
 - (ii) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit,or any of their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

However, this does not apply to a vote cast on this Resolution:

- (c) as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (d) by the Chair of the Meeting as proxy 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
- (e) by 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

Any Shareholder who:

- (a) is, has been, or may become a member of the Key Management Personnel or holds, has held or will hold a managerial or executive office in the Company or a related body corporate (**Relevant Personnel**); or

- (b) an associate of Relevant Personnel or of a person who may become Relevant Personnel in the future,

and wishes to preserve the benefit of this Resolution 3 for that Relevant Personnel (or a potential Relevant Personnel), must not vote on this Resolution. However, the Shareholder may cast a vote if the vote is cast as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of any person listed in (a) or (b) immediately above.

Furthermore, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4 Resolution 4 – Issue of LTI Performance Rights to Mr Matt Dusci under the Plan

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 10.14 and for all other purposes, Shareholders approve the issue of 837,231 Performance Rights to Mr Matt Dusci (or his nominee) under the Plan as a long-term incentive award for the financial year ending 30 June 2027 on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast on this Resolution:

- (a) in favour of the Resolution by, or on behalf of, Mr Matt Dusci, his nominee, or any of their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting or their Closely Related Parties.

However, this does not apply to a vote cast on this Resolution:

- (c) as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (d) by the Chair of the Meeting as proxy 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
- (e) by 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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Conditional Spill Resolution

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

'That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report:

- (a) *another meeting of the Company's shareholders (the **Spill Meeting**) be held within 90 days of the date of this Meeting;*
- (b) *all of the Company's Directors in office when the Resolution to make the Directors' Report to be considered at this Meeting was passed, and who continue in office, other than the managing director of the Company, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting.'*

Note: This Resolution will only be put to this Meeting if the Company receives a "second strike" on its Remuneration Report – meaning that at least 25% of votes are cast against Resolution 1.

Voting Prohibition

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (c) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated: 26 October 2026

By order of the Board

Derek Hall
Company Secretary

BOSS ENERGY LIMITED

ACN 116 834 336

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Mr Peter Botten as a Director
Section 6	Resolution 3 – Re-adoption of Employee Incentive Plan
Section 7	Resolution 4 – Issue of LTI Performance Rights to Mr Matt Dusci under the Plan
Section 8	Resolution 5 – Conditional Spill Resolution
Schedule 1	Definitions
Schedule 2	Terms and Conditions of the Plan
Schedule 3	Terms and Conditions of the Director Rights

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the 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 and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:30am (AWST) on Monday, 23 November 2026, being at least 48 hours before the Meeting.

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

2.2 Attendance at Meeting

Shareholders may vote by directed proxy rather than attend the Meeting in person.

Shareholders may also attend and vote at the Meeting online, the details of which are described in this Notice.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.bossenergy.com/>.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.bossenergy.com/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements;

- (d) the policies adopted by the company in relation to the preparation of the Sustainability Report; and
- (e) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 4:00pm(AWST) on Wednesday, 18 November 2026) to the Company Secretary of the Company at the Company's registered office.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the remuneration policy for the Company; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and Non-Executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board, except the managing director, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in Office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company received a first Strike on its Remuneration Report at the 2025 annual general meeting. The Board has outlined its response to these concerns, and actions taken, in this year's Remuneration Report, which included:

- (a) communicating executive remuneration forfeitures, and the Board's commitment to pay-for-performance and alignment with shareholder interests;
- (b) obtaining independent external advice from Godfrey Remuneration Group to review the executive remuneration framework and benchmark it against relevant market practice;
- (c) implementing several enhancements to the FY2027 remuneration framework, and further refined the remuneration measures put in place for FY2026, including changes that directly addressed shareholder and proxy adviser feedback;
- (d) enhancing remuneration disclosures in FY2027; and
- (e) considering all of the above in determining FY2026 remuneration outcomes.

Please note if the Remuneration Report receives a second Strike at this Meeting, the conditional resolution under Resolution 5 will be put to the Meeting. The operation and consequences of the conditional Resolution 5 are set out in the Explanatory Memorandum.

The Chair will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is a non-binding resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by returning the Proxy Form you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 2 – Election of Mr Peter Botten as a Director

5.1 General

Resolution 2 seeks Shareholder approval, pursuant to and in accordance with article 7.3 of the Constitution, Listing Rules 14.4 and 14.5 and for all other purposes, for the election of Mr Peter Botten as a Director.

In accordance with Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Article 7.3(i) of the Constitution provides that a Director appointed under article 7.2(a) of the Constitution may retire at the next meeting of Members and is eligible for election at that meeting.

Article 7.3(j) of the Constitution provides that unless a Director appointed under article 7.2(a) of the Constitution has retired under article 7.3(i), that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Mr Botten was appointed a Director on 30 September 2026. In accordance with articles 7.3(i) and 7.3(j) of the Constitution, as Mr Botten was appointed as Director of the Company by the Board, Mr Botten will retire. Accordingly, Mr Botten retires at this Meeting and, being eligible, seeks election pursuant to Resolution 2.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

5.2 Qualifications – Mr Peter Botten AC CBE

Mr Peter Botten is a highly regarded resources industry executive and company director with more than 45 years of experience in the energy and resources sectors.

He served as Managing Director of Oil Search Limited from 1994 to 2020, leading the company through a period of substantial growth and transformation, including the successful development of the PNG LNG Project, one of the largest resource developments in the Asia-Pacific region. Mr Botten was instrumental in driving Oil Search from a market capitalisation of \$200 million to a peak of \$15 billion. As Managing Director, he grew Oil Search from a business with 6 employees to over 3,500 employees, while building the processes and operating culture that underpinned its success.

Mr Botten is currently Non-Executive Chair of Karoon Energy Ltd and is serving as Executive Chairman of Conrad Asia Energy Ltd during a transition period while Conrad progresses a search for a new CEO. This is expected to conclude by the end of 2026, at which point Mr Botten will step down. He has previously held Chair roles at Aurelia Metals, AGL Energy and Oil Search/Santos Foundation.

He commenced his career as a Geologist in uranium working for COGEMA (French Government Atomic Energy Agency), followed by exploration, development, and production roles across major development projects in PNG, Australia, Africa, the Middle East and North America. Mr Botten holds a Bachelor of Science (Geology) from the Imperial College of Science and Technology, London University and the Royal School of Mines.

Mr Botten brings valuable project execution expertise to the Company's Board and skills across strategy, project development, operations, stakeholder engagement, government relations, mergers and acquisitions, international financing, capital allocation and corporate governance. He also has significant experience engaging with government, in policy development, and with government approval processes in complex social and political environments. Mr Botten was made a Commander of the British Empire, CBE, for services to the resources sector and community development in Papua New Guinea in 2009. He was also made a Companion of the Order of Australia, AC, for developing relations between Australia and Papua New Guinea and contributions to community development. He was identified by Harvard Business Review as one of the top 100 performing CEOs in the world in 2015 and 2016.

Shareholders will benefit from his extensive executive and board level leadership experience across several listed companies in the energy and resources sectors. Mr Botten's technical and project execution experience, demonstrated by his leadership of Oil Search during the development of the PNG LNG Project, is directly relevant to Boss' strategy to optimise Honeymoon and build a regional production hub from Jason's Deposit and Gould's Dam leveraging Honeymoon's installed infrastructure. Mr Botten's technical foundation as a geologist and strategic skillset provides the Board with expertise to directly engage with and challenge the geological and wellfield assumptions that underpin the delivery of the Company's New Feasibility Study and life-of-mine plan.

5.3 Other material information

Mr Botten's appointment to the Board on 30 September 2026 followed a formal, independent process conducted with the assistance of an international executive search firm as part of the Company's ongoing board renewal process. Through this process, the Board interviewed and considered multiple candidates and sought to identify a Chair with extensive resources industry expertise at both executive and board level, listed company Chair experience, and expertise to oversee the next phase of the Honeymoon Operation – being the delivery of the New Feasibility Study and life-of-mine plan and the implementation of the wide-spaced wellfield design.

In considering Mr Botten's appointment, the Board has had regard to his other listed company directorships, including his roles as Chair of Karoon Energy Ltd and Conrad Asia Energy Ltd. Having considered his existing commitments and the requirements of the Chair role, the Board is satisfied that Mr Botten has the capacity to devote the time and attention necessary to discharge his responsibilities effectively and provide the leadership required during this important phase of the Company's development.

Mr Botten has held high-profile and time-demanding leadership positions throughout his career and has confirmed he has the capacity to devote the time and attention required to discharge his duties as Chair, including through the delivery of the New Feasibility Study and maximising shareholder value from Boss' assets and balance sheet.

Mr Botten, having recently been appointed as Independent Non-Executive Chair on 30 September 2026, has informed the Board of his intentions to rebalance his other commitments to support his role as Chair of Boss Energy. Specifically, Mr Botten anticipates making changes to his other commitments which will be announced over the coming 12 months.

The Company conducts appropriate checks on the background and experience of candidates prior to their appointment to the Board. These include checks as to a candidate's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Botten.

The Board considers Mr Botten to be an independent Director. The Board (other than Mr Botten) considers that Mr Botten's election is in the best interests of shareholders due to his technical and geological expertise, his demonstrated track record of project development and delivery, and his extensive listed company leadership experience at both executive and board level which together the Board considers critical for overseeing the successful delivery of the New Feasibility Study and the next phase of the Honeymoon Operation, together with the continued strategy development to build further value for Boss shareholders.

5.4 **Board recommendation**

The Board (other than Mr Botten) recommends that Shareholders vote in favour of Resolution 2.

6 **Resolution 3 – Approval of Employee Incentive Plan**

6.1 **General**

The Company's employee incentive scheme, known as the "Equity Incentive Plan" (**Plan**), enables the Company to grant Restricted Shares, Performance Rights and Options to eligible Directors, employees, consultants and contractors of the Company (**Eligible Participants**). The Board has adopted the new Plan in 2026 and the previous Employee Incentive Plan was approved by Shareholders on 20 November 2023.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.2 Exception 13(b) to approve the Plan and the issue of securities under the Plan for all purposes (including Shares issued upon exercise or conversion of Options or Performance Rights) (together, the **Employee Incentives**). If Resolution 3 is passed, issues of securities under the Plan, up to the approved maximum, will be excluded from the calculation of the Company's placement capacity under Listing Rule 7.1. for a period of three years from the date Resolution 3 is passed.

Resolution 3 also seeks Shareholder approval in accordance with Listing Rule 10.19 and Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) for the Company to give certain termination benefits to any person in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company or a related body corporate of the Company.

If Shareholder approval is obtained, it will give the Company the maximum flexibility to provide the benefits detailed in this Notice to Relevant Personnel who cease to be appointed as Relevant Personnel. 'Relevant Personnel' include both current and future personnel who hold or have held during the three years prior to cessation of their employment or engagement, a managerial or executive office in the Company or a related body corporate of the Company. Relevant Personnel also includes Key Management Personnel from time to time.

A summary of the Plan, to be adopted pursuant to Resolution 3, is detailed in Schedule 2.

For the avoidance of doubt, the Company must seek separate Shareholder approval under Listing Rule 10.14 in respect of any issues of Employee Incentives under the Plan to a Director or any other related party or person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained. Subject to Shareholders approving the Plan the subject of Resolution 3, the Company proposes to issue Equity Securities under the Plan to Mr Matt Dusci (or his nominee). Refer to Resolution 4 for further details.

The Plan is intended to assist the Company to attract and retain key staff, whether employees, consultants or contractors. The Board believes that grants made to Eligible Participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- (a) enable the Company to incentivise and retain existing Key Management Personnel and other eligible employees, consultants and contractors needed to achieve the Company's business objectives;
- (b) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (c) align the financial interest of participants of the Plan with those of Shareholders; and
- (d) provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

If Resolution 3 is passed, the Company will be able to issue Equity Incentives to Eligible Participants under the Plan without using up any of the Company's 15% placement capacity under Listing Rule 7.1, and will be able to offer the Potential Retirement Benefits to persons who hold a "managerial or executive office" pursuant to the terms of the Plan.

If Resolution 3 is not passed, the Company may still issue securities to Eligible Participants under the Plan but any issue will reduce, to that extent, the Company's capacity to issue Equity Securities under Listing Rule 7.1 for 12 months following the issue, but the Company will be restricted in the Potential Retirement Benefits that can be offered to persons who hold a "managerial or executive office" pursuant to the terms of the Plan.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 3, by returning the Proxy Form you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Relevant Personnel.

6.2 **Listing Rule 7.1 and Listing Rule 7.2, Exception 13**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to convert to equity (such as an Option or Performance Right), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 Exception 13 provides an exception to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2 Exception 13 is that any issues of Employee Incentives under the Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2 Exception 13 lasts for a period of three years.

6.3 **Specific Information required by Listing Rule 7.2**

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.2 Exception 13:

- (a) the material terms of the Plan are summarised in Schedule 2;
- (b) as the Plan was adopted by the Board in 2026, no securities have yet been issued under the Plan. The Company issued 3,233,796 securities under the previous Employee Incentive Plan which was approved by Shareholders on 20 November 2023;
- (c) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 Exception 13(b) is 20,760,082 securities. This maximum number does not include grants of securities that are specifically approved under Listing Rules 10.14 or 10.11.

6.4 Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold a managerial or executive office (as defined in the Corporations Act) in connection with the retirement from their position in the Company or its related bodies corporate.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

A benefit includes (among other things) automatic, or accelerated, vesting of share-based payments for a person or the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain, on, or as a result of, retirement from their position in the company. A benefit also includes the exercise of a Board discretion to accelerate vesting of share-based payments. Such share-based payments include (without limitation), Shares, Options and Performance Rights which will be issued in future under the Plan (each being an **Award**).

The benefits for which approval is being sought under Resolution 3 include (together, the **Potential Retirement Benefits**) benefits that may result from automatic vesting of new Awards to be issued in future under the Plan or from the Board exercising discretions conferred under the Plan. Where a participant ceases to be Relevant Personnel before:

- (a) the satisfaction of any condition attaching to a granted Award; or
- (b) the vesting of a granted Award,

the Board will have the discretion to determine a different treatment, including:

- lapsing some or all of the Awards;
- allowing some or all of the Awards to remain on foot and be tested in the ordinary course;
- vesting or accelerating vesting of some or all of the Awards;
- waiving some or all of the vesting conditions and/or the exercise conditions;
- that some or all Awards will be exercised (including cashless exercise) and converted into Shares which are issued or transferred to Relevant Personnel or their nominee or that a cash equivalent payment is made in lieu of an allocation of Shares.

These benefits may also be given as automatic events without the need for exercise of Board discretions.

In addition, the Plan provides for the Board to have discretion to determine that Awards will also not be forfeited after the events in items (a) and/or (b) are fulfilled where a participant ceases to be Relevant Personnel.

One of the benefits for which approval is sought under this Resolution 3 is the potential for Shares to be issued or transferred to Relevant Personnel upon the exercise or conversion of Awards as a result of the automatic vesting of Awards or the Board exercising a discretion to vest Awards as a termination benefit.

The Awards may vest after Relevant Personnel cease to hold their positions as a Relevant Personnel, which is also another benefit for which approval is sought under this Resolution 3.

Refer to the Plan summary in Schedule 2 for further information in relation to these Potential Retirement Benefits.

Accordingly, for the purposes of Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Resolution 3 seeks Shareholder approval for all Potential Retirement Benefits.

If Shareholders approve Resolution 3, it will be effective until the conclusion of the third annual general meeting of the Company after the date on which this Resolution 3 is passed. This means that the approval will be effective:

- (a) if any benefit is given or any discretion to give any benefit is exercised (including a Board discretion); and/or
- (b) if any Relevant Personnel ceases to hold the position of Relevant Personnel.

in respect of Awards granted, or if the benefit was given or discretion exercised, during the period from the beginning of the 2026 annual general meeting and ending on the conclusion of the 2029 annual general meeting of the Company. If considered appropriate, the Board will seek a new approval from Shareholders at the Company's annual general meeting in 2029.

If shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating the Relevant Personnel's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act, which means that the Company will retain flexibility to pay termination benefits up to the value of the termination benefits cap (in addition to any benefits that have been approved under this Resolution) where it is considered by the Board to be appropriate to do so.

6.5 **The amount or value of the Potential Retirement Benefits**

The amount or value of the benefits that may be provided to Relevant Personnel in accordance with Resolution 3 cannot be ascertained in advance. However, the manner in which the amount or value of the potential benefits will be calculated, and the matters, events and circumstances that will, or are likely to affect the calculation of that amount or value include:

- (a) the number of Awards held prior to the Relevant Personnel ceasing employment or engagement with the Company or its related bodies corporate, the conditions (if any) of vesting and exercise of the Awards and the number that the Board determines to (or which automatically) vest, lapse or leave on foot;
- (b) the Relevant Personnel's entitlement to Awards at the time of cessation of employment or engagement and the conditions of such entitlement;
- (c) the circumstances of, or reasons for the Relevant Personnel, ceasing employment or engagement with the Company or its related bodies corporate and the extent to which they served the applicable notice period; the length of service with the Company or its related bodies corporate and performance over that period of time;
- (d) any applicable performance measures and the achievement of such measures (and the personal performance and contributions of the Relevant Personnel);
- (e) the portion of any relevant performance periods for Awards that have expired at the time they cease employment or engagement;
- (f) the length of any restriction period during which Shares issued, or to be issued, following vesting of Awards may not be transferred, and any waiver of such restriction period;
- (g) any other factors that the Board determines to be relevant when exercising its discretion to provide Potential Retirement Benefits;
- (h) the manner in which the Board exercises its discretions;

- (i) the market price of the Company's Shares on ASX at the relevant time when the amount or value of any Award is determined, and the terms of those Awards (including performance conditions);
- (j) the exercise price of any relevant Awards which are Options;
- (k) any changes in law between the date the Company or any of its related bodies corporate enter or entered into an agreement with Relevant Personnel and the date they cease appointment as Relevant Personnel; and
- (l) the risk free rate of return in Australia and the estimated volatility of the Company's Shares on ASX at the relevant time.

6.6 **Listing Rule 10.19**

Listing Rule 10.19 provides that without approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). For the purpose of the Listing Rules, termination benefits include payments, property and advantages that are receivable on termination of employment, engagement or office, except those from any superannuation or provident fund and those required by law to be made.

Depending upon the value of the termination benefits, and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the value of the termination benefits the subject of Resolution 3 would exceed the 5% Threshold. Shareholder approval is being sought under Listing Rule 10.19 in order to give the Company flexibility, in case the value of the termination benefits exceeds the 5% Threshold.

If Resolution 3 is passed, the Relevant Personnel will be entitled to be paid the Potential Retirement Benefits and the value may exceed the 5% Threshold.

If Resolution 3 is not passed, the Relevant Personnel will not be entitled to be paid any Potential Retirement Benefits, unless they fall within an exception under the Corporations Act and do not breach the 5% Threshold.

6.7 **Board Recommendation**

The Directors are excluded from voting on Resolution 3 pursuant to the Listing Rules as they are eligible to participate under the Plan. Accordingly, the Directors decline to make a recommendation to Shareholders on Resolution 3.

7 **Resolution 4 - Issue of LTI Performance Rights to Mr Matt Dusci under the Plan**

The Company has agreed to issue 837,231 Performance Rights to Mr Matt Dusci (or his nominee), Chief Executive Officer and Managing Director, as a long-term incentive (**LTI**) award for the financial year ending 30 June 2027 (**Director Rights**).

The Company will issue the Director Rights to Mr Dusci (or his nominee) to incentivise his continued performance in his role as Chief Executive Officer and Managing Director, and is consistent with the strategic goals and targets of the Company to achieve growth of the Share price and the creation of Shareholder value.

The grant of Director Rights will be made under the Plan. As the Director Rights form part of Mr Dusci's remuneration, they will be granted at no cost to Mr Dusci (or his nominee) and there will be no amount

payable on vesting. Each Director Right will entitle Mr Dusci (or his nominee) to receive one Share on vesting (or a cash equivalent payment).

Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of Equity Securities to a Director under an employee incentive scheme. If Shareholder approval is obtained, it is intended that the Director Rights will be granted to Mr Dusci (or his nominee) in November 2026, and in any case within 12 months of the Meeting. If Shareholder approval for Resolution 4 is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Dusci.

Refer to Schedule 3 for a summary of the terms and conditions of the Director Rights.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 4, by returning the Proxy Form you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7.1 Key terms of the FY2027 LTI award

(a) Quantum of award

As part of the incentive review and design, a benchmarking exercise was undertaken whereby all components of Mr Dusci's remuneration were independently assessed against a market comparator group to ensure fixed and variable remuneration appropriately incentivises Mr Dusci whilst remaining relative to the relevant market.

Having considered the benchmarking outcomes, the Company's remuneration philosophy and the exceptional strategic importance of the Honeymoon reset, the Board has determined to increase Mr Dusci's FY2027 maximum LTIP opportunity from 100 per cent to 140 per cent of total fixed remuneration (inclusive of superannuation), representing a maximum LTIP opportunity of \$973,700 (i.e. \$695,500 x 140 per cent). Vesting remains subject to the achievement of rigorous and quantitative performance hurdles, over a three-year performance period, that directly link shareholder outcomes with the Managing Director's pay outcomes.

The increased maximum opportunity reflects the scale and complexity of the Honeymoon reset, including the need to reassess development pathways, optimise project economics and establish a credible and executable long-term operating plan and restore stakeholder confidence in the project. It is intended to support the retention and alignment of the MD & CEO through this critical period, fundamental to preserving and restoring shareholder value, while ensuring a meaningful proportion of remuneration remains subject to long-term performance and shareholder value creation.

The Company determined the number of securities to be granted by using [the 20-day VWAP of Shares traded on the ASX up to and including 30 June 2026. The 20-day VWAP to 30 June 2026 was \$1.163 which would equate to Mr Dusci (or his nominee) being issued 837,231 Director Rights. This number has been determined by dividing the LTI opportunity (i.e. \$973,700 by \$1.163).

Shareholder approval is therefore being sought for Mr Dusci (or his nominee) to be issued a total of 837,231 Director Rights. These Director Rights represent the maximum number that may vest subject to satisfaction of specific vesting conditions over the three-year period to 30 June 2029.

(b) Vesting conditions

The Director Rights comprising Mr Dusci's LTI award may vest at the end of a 3-year performance period from 1 July 2026 to 30 June 2029, subject to continued service, performance and forfeiture conditions. Should these conditions be met, vesting would be expected to occur following the release of the Company's full year results for FY29 (ie end of Q1 FY30).

The performance conditions that the Board has determined will apply to the Director Rights are summarised in the table below and described in further detail below. These performance conditions reflect a set of measures that will accurately track the progress made, and value delivered to Shareholders, on a range of key long-term programs of work.

Performance condition	Weighting
Absolute Total Shareholder Return (ATSR)	30%
Relative Total Shareholder Return (RTSR)	50%
Strategic Milestone	20%

(i) ATSR

30% of the Director Rights will be subject to the Company's ATSR performance, measured on a compound annual growth rate (CAGR) basis over the three-year performance period.

ATSR measures the growth in the Company's Share price together with the value of any dividends during the period, assuming that all dividends are re-invested into new Shares.

The rationale for selecting ATSR as an LTI measure is that it represents a quantitative assessment of performance over a sustained period, directly ties Mr Dusci to returns received by Shareholders, and is a key indicator of the Company's performance over the period.

For FY27, the Board has reduced ATSR threshold vesting from 75% to 25% to better differentiate performance outcomes. The percentage of Director Rights subject to the ATSR condition to vest, if any, will be determined as follows:

ATSR performance level	CAGR TSR	Director Rights subject to ATSR condition to vest
Stretch and above	= > 20%	100%
Between Target and Stretch	>10% & <20%	Straight line pro-rata vesting between 50% and 100%
Target	=10%	50%
Between Threshold and Target	>7.5% & <10%	Straight line pro-rata vesting between 25% and 50%
Threshold	=7.5%	25%
Below Threshold	<7.5%	0%

(ii) RTSR

The Company's RTSR performance will be assessed based on its total shareholder return percentile ranking against a comparator group comprising domestic and

international uranium-focused companies, including producers, developers and explorer (**Peer Group**) over the same three-year performance period. The current list of the Peer Group (35) comparator companies is set out below. The selection of this group for comparison is considered to be the most suitable comparator group. The Board has discretion to adjust the Peer Group from time to time which may be required to replace comparator companies who de-list or merge during the Performance Period. However, any adjustment will not be made for the purpose of improving the vesting outcome.

FY27 RTSR Peer Group			
Pure-play uranium producers	Pure-play uranium developers	Pure-play uranium explorers	Royalties and Physical Uranium
Kazatomprom Paladin Energy Uranium Energy enCore Energy Ur-Energy Peninsula Energy CGN Mining Lotus Resources	NexGen Energy Denison Mines Deep Yellow Bannerman Energy IsoEnergy Laramide Resources Berkeley Energia Elevate Uranium Asarian Energy Atomic Eagle Premier American Uranium Alligator Energy	ATHA Energy CanAlaska Uranium Skyharbour Resources F3 Uranium Mega Uranium Cosa Resources Manhattan Uranium Discovery Blue Sky Uranium Cauldron Energy DevEx	Uranium Royalty Corp Sprott Physical Uranium Trust Yellow Cake plc

The rationale for selecting RTSR as an LTI measure is that it represents, relative to the Peer Group, a quantitative assessment of performance over a sustained period, directly ties Mr Dusci to returns received by Shareholders, and is a key indicator of the Company's performance over the period. The Board has chosen the Peer Group for the RTSR comparator group as it provides an external, market-based performance measure to which the Company's performance can be compared in relative terms.

For FY27, the Board has reduced RTSR threshold vesting from 75% to 50% to better differentiate performance outcomes. The percentage of Director Rights subject to the RTSR condition to vest, if any, will be determined by reference to the RTSR performance as follows:

RTSR performance level	TSR Against Peer Group	Director Rights subject to RTSR condition to vest
Stretch and above	P75 or above	100%
Between Target and Stretch	>P50 & <P75	Straight line pro-rata vesting between 50% and 100%
Target	P50	50%
Below Target	<P50	0%

(iii) Strategic Milestone - Optimisation and Development Pathway

The Strategic Milestone represents 20% of the FY2027 LTIP award and focuses on establishing and implementing a technically robust, economically viable and executable development pathway for the Honeymoon Operation.

The Board considers it an important component of the FY27 LTIP, aligning executive reward with the successful delivery of the business strategy fundamental to preserving and restoring shareholder value.

The measure comprises two equally weighted tranches.

Tranche 1 – Establishment of the Development Pathway (10%)

This tranche focuses on the successful delivery of key technical and planning milestones required to establish a robust and executable development pathway for the Honeymoon Operation (including the New Feasibility Study, Life-of-Mine Plan and production ramp-up schedule).

Vesting will be assessed on a binary basis (0% or 100% of the tranche). Completion and Board approval of all key deliverables is a minimum requirement. Full vesting will only occur where the Board is also satisfied that the deliverables collectively establish a technically robust and economically viable development pathway.

Tranche 2 – Implementation of the Development Pathway (10%)

This tranche focuses on the successful implementation and validation of the development pathway established through the New Feasibility Study and revised Life-of-Mine Plan, including wide-spaced wellfield mining methodology, with the objective of achieving sustainable operating and economic outcomes that support long-term shareholder value.

Performance will be assessed having regard to the extent of implementation of the approved development pathway, demonstrated operating performance across representative wellfields, progress against the production ramp-up schedule, and the sustainability of production, recovery and cost outcomes relative to the assumptions and targets underpinning the approved New Feasibility Study and Life-of-Mine Plan.

Vesting will be determined progressively as below:

Strategic Milestone Performance level	Criteria	Director Rights subject to the Strategic Milestone condition to vest
Target	Fully validated; sustainable performance achieved.	100%
Substantial Achievement	Substantially implemented; performance broadly aligned.	50%
Threshold	Partially implemented; initial viability demonstrated.	25%

Both tranches will be assessed at the conclusion of the three-year performance period ending 30 June 2029. Each tranche will be assessed against its respective criteria, with final vesting subject to Board determination in accordance with the LTIP Plan Rules.

The Company will disclose the extent of achievement and resulting vesting outcomes following the conclusion of the performance period.

Note that full vesting of Mr Dusci's LTI award will only occur where the Company's:

- ATSR significantly grows (i.e., CAGR of at least 20% for the 3-year performance period, delivering value to Shareholders);
- RTSR outperformance relative to peers; and
- Robust development pathway established and successfully implemented and validated.

(c) Testing of performance conditions

The performance conditions will be tested after the end of the Performance Period, and the Board will determine the relevant number (if any) of Director Rights that will vest.

Calculation of the performance conditions and achievement against the performance conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant or appropriate to take into account.

There will be no re-testing if the performance conditions are not met. Any Director Rights that do not vest on testing will lapse.

Refer to Schedule 2 for a summary of the terms and conditions of the Plan and Schedule 3 for a summary of the terms and conditions of the Director Rights.

7.2 Section 208 of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months of such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Matt Dusci, who is the Managing Director and Chief Executive Officer, is a related party of the Company.

The Board (excluding Mr Matt Dusci) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the grant of Director Rights to Mr Dusci (or his nominee) as the exception in section 211 of the Corporations Act applies. The grant of Director Rights to Mr Dusci (or his nominee) is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or;

10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the shareholder approval.

The issue of Director Rights to Mr Matt Dusci (or his nominee) falls within Listing Rule 10.14.1, by virtue of Mr Dusci being a Director, and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 4 is passed, the Company will be able to proceed with the grant of Director Rights to Mr Dusci (or his nominee). Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14 (exception 14 under Listing Rule 7.2). Accordingly, if Resolution 4 is passed, the grant of Director Rights will not be included in the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the grant of Director Rights to Mr Dusci (or his nominee) and may need to consider other methods (such as cash payments) to remunerate and incentivise Mr Dusci.

7.4 **Specific information required by Listing Rule 10.15**

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Director Rights will be issued under the Plan to Mr Matt Dusci (or his nominee);
- (b) Mr Dusci is a Director and therefore falls within Listing Rule 10.14.1. If the Director Rights are granted to a nominee of Mr Dusci, the nominee will be an associate of the Director and falls under Listing Rule 10.14.2;
- (c) the number of Director Rights to be issued to Mr Dusci (or his nominee) is 837,231
- (d) Mr Dusci's FY2026 total fixed remuneration package is \$695,500 per year inclusive of superannuation, a maximum STIP opportunity of \$323,954 and a maximum LTIP opportunity of \$973,700;
- (e) no securities have been issued under the new Plan, however under the previous Employee Incentive Plan Mr Dusci was issued:
 - (i) nil Shares;
 - (ii) 152,381 long term performance rights subject to vesting conditions over a three-year period to 30 June 2027;
 - (iii) 321,135 long term performance rights subject to vesting conditions over a three-year period to 30 June 2028;
- (f) the Director Rights to be issued to Mr Dusci (or his nominee):
 - (i) are subject to the material terms summarised in Schedule 3;
 - (ii) are being issued to provide a cost effective and efficient form of remuneration as opposed to alternative forms of remuneration, such as the payment of additional cash compensation; and
 - (iii) have been valued, as at the date of this Notice, as approximately \$973,700 based on the methodology and calculation detailed in Section 7.1;

- (g) the Director Rights will be granted no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (h) the Director Rights will have a nil issue price as they will be issued as part of the remuneration package of Mr Dusci;
- (i) a summary of the material terms of the Plan is provided in Schedule 2;
- (j) no loan will be provided to Mr Dusci in relation to the grant of Director Rights;
- (k) details of any Equity Securities issued under the Plan will be published in each annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Plan after Resolution 4 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule unless an exception applies;
- (m) a voting exclusion statement is included in the Notice for Resolution 4; and
- (n) other than the information above and otherwise set out in the Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 4.

7.5 **Board Recommendation**

The Board (other than Mr Matt Dusci, who has a material personal interest in the outcome of Resolution 4), recommends that Shareholders vote in favour of Resolution 4 due to the benefits of aligning Mr Dusci's interests with Shareholders.

8 **Resolution 5 – Conditional Spill Resolution**

8.1 **General**

Resolution 5 is a contingent resolution and will only be put to the Meeting, as an ordinary resolution, if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report are cast against its adoption, as explained in Section 4. If fewer than 25% of the votes cast are cast against its adoption, this Resolution will not be put to the Meeting.

If Resolution 5 is put to the Meeting and passed, an extraordinary general meeting of shareholders (**Spill Meeting**), must be held within 90 days of the Meeting. If the following Directors remain in office at the time of the Spill Meeting, they will cease to hold office at the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- (a) Mr Wyatt Buck;
- (b) Ms Joanne Palmer;
- (c) Ms Caroline Keats; and
- (d) Mr Peter Botten (on the assumption that Resolution 2 is passed).

Resolutions to appoint Directors to fill the offices that become vacant would be put to a vote at the Spill Meeting. Each of the Non-Executive Directors named above may stand for re-election at the Spill Meeting, however there is no assurance that they would be willing to stand for re-election at the Spill Meeting or that they would be re-elected at that meeting.

In accordance with the Corporations Act, Mr Matt Dusci would not be required to vacate office immediately prior to the end of the Spill Meeting, due to his position as Managing Director and Chief Executive Officer of the Company.

The Spill Meeting, if required, would be subject to a separate notice of meeting in accordance with the Company's Constitution and the Corporations Act.

If Resolution 5 is put to, and not passed by, Shareholders at the Meeting, the Spill Meeting will not be held and all Directors in office at the end of this Meeting would continue to hold office in accordance with their prior election to the Board.

Shareholders will have an opportunity to comment on or ask questions about the conditional Resolution 5 if it is put to the Meeting.

The Board considers the following factors to be relevant to a Shareholder's decision on how to vote for this Resolution 5:

- (a) in response to the "first strike" at the 2025 annual general meeting, the Board:
 - (i) engaged with and listened to the concerns of shareholders and proxy advisers;
 - (ii) communicated executive remuneration forfeitures, and the Board's commitment to pay-for-performance and alignment with shareholder interests;
 - (iii) obtained independent external advice from Godfrey Remuneration Group to review the executive remuneration framework and benchmark it against relevant market practice;
 - (iv) implemented several enhancements to the FY2027 remuneration framework, and further refined the remuneration measures put in place for FY2026, including changes that directly addressed shareholder and proxy adviser feedback;
 - (v) enhanced remuneration disclosures in FY2027; and
 - (vi) considered all of the above in determining FY2026 remuneration outcomes.

The Board believes it has responded appropriately.

- (b) The Board has the appropriate skills and experience and remains best placed to receive Shareholder feedback, address concerns and provide oversight to deliver the desired outcome for Shareholders;
- (c) Convening a Spill Meeting would cause significant uncertainty and costs for the Company, which the Board does not consider would be in the best interests of the Company or its Shareholders;
- (d) The substantial direct and indirect disruption to the Company, and to a lesser extent, its operations, caused by changes to the Board composition is not in the best interests of the Company or its Shareholders.

8.2 Board Recommendation

If required to be put to the Meeting, the Board recommends that Shareholders vote against Resolution 5.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

5% Threshold has the meaning given in Section 6.6.

Annual Report means the Directors' Report, the Financial Report, the Auditor's Report and the Sustainability Report in respect to the financial year ended 30 June 2026.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ATSR means absolute total shareholder returns.

Auditor's Report means the auditor's report on the Financial Report.

Award has the meaning given in Section 6.4.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

CAGR means compound annual growth rate.

Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Boss Energy Limited (ACN 116 834 336).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Rights has the meaning given in Section 7.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Participants has the meaning given in Section 6.1.

Employee Incentives has the meaning given in Section 6.1.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means 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).

Listing Rules means the listing rules of ASX.

LTI has the meaning given in Section 7.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Office means office as a Director.

Peer Group has the meaning given in Section 7.1.

Performance Right means the right to acquire a Share.

Plan means the employee incentive scheme adopted by the Company on 20 November 2023.

Potential Retirement Benefits has the meaning given in Section 6.4.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

RTSR means relative total shareholder returns.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Spill Resolution has the meaning given in Section 8.1.

Strike has the meaning given in Section 4.

Sustainability Report means the sustainability report of the Company prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

VWAP means volume weighted average price as defined in the Listing Rules.

Schedule 2

Terms and Conditions of the Plan

The terms of the Boss Energy Limited Equity Incentive Plan (**Plan**) are summarised below. A copy of the Plan can be obtained by contacting the Company.

Term	Detail
Eligibility	Offers may be made at the Board's discretion to an employee, contractor or consultant of the Group or a Director or any other person who is declared by the Board to be eligible to receive a grant of securities under the Plan.
Offers of Equity	The Plan provides flexibility for the Board to make offers of Rights, Options and Restricted Shares (together, Incentive Securities) to participants. A Right is an entitlement to receive a fully paid ordinary share in the Company (or cash equivalent), subject to satisfaction of applicable conditions and where exercisable, compliance with any applicable exercise procedure. An Option is an entitlement to receive a fully paid ordinary share in the Company (or cash equivalent), subject to satisfaction of applicable conditions and compliance with the applicable exercise procedure (including payment of any exercise price). A Restricted Share is a fully paid ordinary share in the Company that is subject to certain restrictions or conditions. The Board may make offers of one or more of these forms of Incentive Securities and has discretion to set the terms and conditions on which it will offer the Incentive Securities. Offers can be made on an opt-in or opt-out basis.
Vesting	Vesting of any Incentive Securities is subject to any vesting conditions determined by the Board and specified in the offer document. Subject to the Plan and the terms of the offer document, any Incentive Securities will either lapse or be forfeited if the relevant vesting conditions are not satisfied. The Plan gives the Board flexibility in relation to vesting, including the ability to delay vesting where vesting would be prohibited or inappropriate in the circumstances, including due to applicable securities trading restrictions.
Allocation of shares	Vesting of Rights and Options may be satisfied through an allocation of shares to the participant (or their nominee) or the Board may determine to award a cash equivalent payment in lieu of shares.
Dividend and voting rights	Rights and Options do not have any rights other than those under the Plan and offer documents and, prior to vesting, do not have any entitlement to any dividend or voting rights. However, the Board may determine that a dividend equivalent payment will be paid to a participant following vesting or exercise (as applicable) of Rights or Options.
Adjustment of vesting outcomes	The Board has discretion to adjust upward or downwards the vesting outcome, including to take into account the participant's performance and conduct and the performance of the relevant business, division or the Company and each Related Body Corporate of the Company.
Cessation of employment	Unless the Board determines otherwise, Incentive Securities will generally remain on foot following a participant ceasing employment. The Board may determine that some or all unvested Incentive Securities lapse, are forfeited, vest, are automatically exercised or are only exercisable for a prescribed period and will otherwise lapse or may amend or waive applicable vesting conditions (as

	applicable). The terms of individual offers may prescribe different treatment, including pro-rata treatment for particular categories of leavers.
Malus and Clawback	The Plan contains provisions designed to prevent participants (or their nominee) from obtaining an inappropriate benefit. The Board may determine that some or all unvested Incentive Securities lapse, and clawback vested shares or cash in certain circumstances, for example if the participant has acted fraudulently or dishonestly, or in breach of their obligations to the Company, or vesting is not justifiable having regard to the participant's performance and/or conduct or the performance of the business unit or the Company. The Board may also delay or suspend vesting of Incentive Securities to allow time for it to determine the appropriate vesting outcome, for example if there is an investigation underway by the Company or an external third party. The Board also has discretion to determine that unvested Incentive Securities lapse or shares are forfeited, and require repayment of cash, where a participant has ceased employment and they breach a post cessation covenant or it is no longer appropriate for the participant to retain the Incentive Securities.
Change of Control	The Plan provides the Board with the discretion to determine whether any or all unvested Incentive Securities vest, lapse, are forfeited, are cancelled for consideration or cease to be subject to restrictions (as applicable) in the event of a change of control. If an actual change in the control of the Company occurs, unless the Board determines otherwise: • all Restricted Shares immediately vest and are no longer subject to restrictions; • all other unvested Incentive Securities immediately vest or cease to be subject to restrictions on a pro rata basis having regard to the portion of the vesting period that has elapsed; and • any unvested Incentive Securities that do not vest will lapse or be forfeited. Where the Company divests a material business or subsidiary, the Board has discretion to make special rules for some or all of a participant's Incentive Securities.
Prohibited dealings	Any dealing in respect of an Incentive Security prior to vesting is prohibited unless the Board determines otherwise or the dealing is required by law. Where, in the opinion of the Board, a participant (or their nominee) deals with an Incentive Security in contravention of this rule, the security will immediately lapse or be forfeited.
Corporate actions	The Plan regulates the treatment of Incentive Securities in the event of a bonus issue, rights issue or capital reorganisation. Generally, in the event of a bonus issue, rights issue or capital reorganisation, the Board may adjust the number of Rights or Options to ensure no material advantage or disadvantage to participants, subject to the requirements of the ASX Listing Rules. Rights and Options carry no entitlement to participate in new share issues made by the Company.
Lapse of Rights and Options	Rights and Options will automatically lapse upon the earliest of the following events occurring: • fifteen years after the date on which they are granted, or any date specified as the expiry date in the offer document, other than a vested but unexercised Right or Option which will be automatically exercised on the applicable expiry date; • lapsing in accordance with a provision of the Plan or offer document; • failing to meet a vesting condition; and

	the participant notifying the Company that they elect to surrender the Right or Option.
Forfeiture of Restricted Share	Restricted Shares will automatically be forfeited upon the earliest of the following events occurring: - being forfeited in accordance with a provision of the Plan or offer document; - failing to meet a vesting condition; and - the participant notifying the Company that they elect to surrender the Restricted Share.
Amendments to the Plan	The Board may, in its absolute discretion, amend the Plan, or amend the terms or conditions of any Incentive Security granted under the Plan, or suspend or terminate the operation of the Plan, provided that (except in specified circumstances) such amendment would not reduce the rights of a participant in respect of any Incentive Security or share already granted.

Schedule 3

Terms and Conditions of the Director Rights

The terms of the Director Rights are as follows:

- 1 **(Entitlement):** Each Director Right entitles Mr Dusci or his nominee to receive one fully paid Share for every vested Director Right that is exercised. The Board, at its discretion, may determine to make an equivalent value cash payment in lieu of an allocation of Shares.
- 2 **(Vesting Conditions):** The Director Rights will be issued on the terms and conditions set out in the Plan detailed in Schedule 2 and will be subject to the following vesting conditions:

Tranche	Number	Vesting Conditions	Vesting Date
1	251,169	ATSR. Refer to section 7.1 for further details.	30 June 2029
2	418,616	RTSR. Refer to section 7.1 for further details.	30 June 2029
3	167,446	Strategic Milestone. Refer to section 7.1 for further details.	30 June 2029

- 3 **(Vesting and exercise):** Director Rights will vest and become exercisable upon notification to Mr Dusci from the Company. The exercise price is nil. Any vested but unexercised Director Rights will be automatically exercised on the 7th anniversary of the grant date.
- 4 **(Dividend and voting rights):** Director Rights do not carry any dividend or voting rights prior to vesting. In the event the Director Rights vest and are exercised, Mr Dusci or his nominee will receive dividends and other shareholder rights in relation to the Shares from the date the Shares are allocated to them.
- 5 **(Cessation of employment):** Unless the Board determines otherwise:
 - (a) for unvested Director Rights:
 - i. if employment is terminated for cause or Mr Dusci resigns, any unvested Director Rights will lapse; or
 - ii. if employment terminates for any other reason, a pro-rata portion of his unvested Director Rights will remain on foot and be tested in the ordinary course; or
 - (b) for vested Director Rights:
 - i. if employment is terminated for cause, any vested Director Rights will lapse; or
 - ii. if employment terminates for any other reason, any vested Director Rights will stay on foot and may be exercised at any time up to the 7th anniversary of the grant date (at which time they will be automatically exercised).
- 6 **(Malus and clawback):** The Board has broad powers to forfeit or lapse awards, recover shares, cash or other benefits and delay or suspend vesting in certain circumstances, including fraud, dishonesty or gross misconduct, conduct bringing the Company into disrepute, breach of obligations to the Company, a material misstatement in the Company's financial statements or another event that would result in an inappropriate benefit.

- 7 **(Change of Control):** If a change of control event occurs the Board may decide that some or all of the Director Rights will vest or lapse in accordance with the Plan. In determining whether to exercise its discretion, the Board may have regard to any circumstances it considers appropriate.
- 8 **(Restrictions on Dealing):** Any dealing in respect of a Director Right is prohibited, unless the Board determines otherwise (which it will only do in exceptional and extraordinary circumstances), or the dealing is required by law. If Mr Dusci or his nominee purports to deal with Director Rights in contravention of the Plan (including, for instance, by entering into a hedging or other arrangement in relation to unvested Performance Rights), the Director Rights will lapse immediately, unless the Board determines otherwise. The dealing of vested Shares is subject to the requirements of the Company's Securities Dealing Policy.

Your proxy voting instruction must be received by **10:30am (AWST) on Monday, 23 November 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

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 Annual General Meeting of Boss Energy Limited, to be held virtually at **10:30am (AWST) on Wednesday, 25 November 2026** and **physically at 1 St Georges Terrace, Perth WA** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote with the exception of Resolution 5, where the Chair intends to vote undirected proxies against.

Unless indicated otherwise by marking 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 Resolutions 1, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **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**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Election of Mr Peter Botten as a Director	☐	☐	☐
3	Approval of Employee Incentive Plan	☐	☐	☐
4	Issue of LTI Performance Rights to Mr Matt Dusci under the Plan	☐	☐	☐
5	Conditional Spill Resolution - This Resolution will only be put to this Meeting if the Company receives a “second strike” on its Remuneration Report – meaning that at least 25% of votes are cast against Resolution 1	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

26 October 2026

Dear Shareholder,

You are invited to attend the Annual General Meeting (**Meeting**) of Boss Energy Limited (ACN 116 834 336) (**Company**) to be held at the Duxton Hotel Perth, 1 St Georges Terrace, Perth WA 6000, and virtually, on Wednesday, 25 November 2026 at 10:30am (AWST).

Notice of Meeting

As permitted by the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has 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 online as follows:

- You can access the Meeting Materials online at the Company's website: <https://bossenergy.com/investors/asx-announcements>; or
- A complete copy of the Meeting Materials has been released on the Company's ASX Market Announcement page at <https://www.asx.com.au/> under the Company's ASX code "BOE"; or
- 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 Proxy Form.

Details of how Shareholders will be able to attend the Meeting in person or virtually, and vote, are set out in detail in the Meeting Materials. These details are summarised below.

Attending and Voting in Person (or by Attorney)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the start time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. For any appointment of attorney to be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

Attending and Voting Online

The Company is pleased to provide Shareholders with the opportunity to attend the Meeting through an online meeting platform powered by its share registry, Automic, where Shareholders will be able to watch, listen, and vote online. Shareholders who wish to vote virtually on the day of the Meeting can do so in real time by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted.**

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast votes at the appropriate times whilst the Meeting is in progress. Shareholders can submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to the Company Secretary at boss@bossenergy.com by no later than 4:00pm (AWST) on Wednesday, 18 November 2026.

FOR FURTHER INFORMATION PLEASE CONTACT:

Boss Energy Limited
ABN 38 116 834 336

Matthew Dusci - Managing Director/ CEO
+61 (08) 6263 4494

ASX: BOE
OTCQX: BQSSF

Level 1, 420 Hay Street, Subiaco
Western Australia 6008

www.bossenergy.com

Further information and support on how to use the platform is available on the Share Registry website – <https://www.automicgroup.com.au>. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

A complete guide to registering your attendance and voting at the virtual meeting is also available to view and download <https://www.automicgroup.com.au/virtual-agms>

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

A Proxy Form is attached to this Notice. This is to be used by Shareholders if they wish to appoint a representative to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

For those Shareholders that have made a valid election to receive documents in hard copy, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online:	https://portal.automic.com.au/investor/home
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

Your Proxy Form must be received by 10:30am (AWST) on Monday, 23 November 2026, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials are important and 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.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Yours sincerely

Derek Hall
Company Secretary
Boss Energy Limited