



NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY NOTES AND PROXY FORM

Annual General Meeting to be held at 11am (AEST) on Wednesday 26 May 2021

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether, or not, to vote in favour of any resolutions at the Annual General Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser. If you have recently sold your Molopo Shares, please disregard this document.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Molopo Energy Limited ACN 003 152 154 (**Molopo** or **Company**) will be held via ZOOM Webinar at 11am (AEST) on Wednesday 26 May 2021.

The Explanatory Notes, which accompany and form part of this Notice, describe the matters to be considered.

Register to attend the webcast by email at enquiries@molopoenergy.com

IMPORTANT NOTICE

Due to Government direction and other restrictions under the *Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020* and for the purposes of public health and safety, Molopo Energy Limited is not able to allow shareholders to physically attend the Meeting.

On 6 May 2020, temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (ASIC Determination) took effect.

Section 5(3)(b) of ASIC's Determination provides for the circumstances where a notice of meeting has already been given by the Company and for the requirement to issue a fresh notice of meeting including the information set out below.

These modifications are designed to further facilitate the holding of meetings (including AGMs) via virtual technology by overcoming existing impediments. Among other things, the Determination:

- deems persons participating via virtual technology to be present at the meeting
- confirms virtual technology may be used to provide persons entitled to attend a reasonable opportunity to participate in the meeting (including how they participate in a vote taken at the meeting and speak at the meeting to the extent they are entitled to do so)
- provides that a duly appointed proxy must be treated as if he or she attended the meeting in person
- allows notices of meeting, and other information regarding a meeting, to be provided by including it in an electronic communication or providing details of an online location where it can be viewed and downloaded.

Molopo Energy Limited therefore convenes this Annual General Meeting under the rules as they apply at the date of this Notice.

The Notice of Meeting is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>.

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the AGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

REGISTRATION TO ATTEND THE VIRTUAL ANNUAL GENERAL MEETING:

Shareholders are required to pre-register for the AGM which will be held live via Zoom webcast. Shareholders will be required to download the ZOOM App and connect using a link with a unique Meeting ID password.

Please send an email to enquiries@molopoenergy.com with your Holder Name, Address and HIN or SRN; Once registration is accepted, Molopo will allocate you a unique Meeting ID to access the meeting.

QUESTIONS TO THE BOARD AT THE MEETING:

To help in the management of the meeting, shareholders are encouraged to submit any questions in relation to the business of the Meeting to the Company Secretary; email to enquiries@molopoenergy.com by no later than 10am on 24th May 2021.

The Chairman will allow a reasonable opportunity for questions from Shareholders and all questions asked will be answered.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2020 (or his representative) will also be attending the AGM.

VOTING ON RESOLUTIONS:

It is a requirement under the ASIC Determination that voting on resolutions at the AGM will be taken on a poll and not by show of hands, and that each person entitled to vote be given the opportunity to participate in the vote in real time or by recording their vote in advance of the meeting.

Shareholders are strongly encouraged to vote online before the meeting and appoint the Chairman of the meeting as their proxy, providing specific instructions on how the shareholder's vote is to be cast on each resolution, and the Chairman must follow those instructions. Electronic voting instructions are set out in the Proxy Form attached to the Notice of Meeting.

You must submit your voting preference on or before 11am (AEST) Monday 24 May 2021.

Shareholders are requested and encouraged to use the online method of voting as described in the notice of meeting.

Directors therefore advise Shareholders who wish to have their vote counted to:

- **vote electronically by visiting www.investorvote.com.au and quoting the 6-digit control number 135168 that is found on the front of your Proxy Form prior to 11am (AEST) Monday 24 May 2021.**
- All open votes will be voted by the Chair as stated in the Explanatory Notes section of the Notice of Meeting.

LIVE ONLINE VOTING PROCEDURES DURING THE AGM:

Shareholders and proxyholders will be able to vote at the meeting online:

- a. From their computer, by entering the URL into their browser: <https://web.lumiagm.com/320742872>
- b. From their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/320742872>

Online voting registration will commence 30 minutes prior to the start of the meeting and close 5 minutes after the last item of business.

More information regarding participating in the AGM online can be found at the end of this Notice of Meeting

Items of Ordinary Business

RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Directors' report, Auditor's report, and Financial report of the Company for the year ended 31 December 2020.

REMUNERATION REPORT

As Molopo shares were removed from the Official List of ASX at the close of trading on Thursday 1 April 2021, the remuneration report is not tabled for adoption.

RESOLUTION 1 – RE-ELECTION OF RALPH CURTON JR. AS A DIRECTOR

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

"That, for the purposes of Listing Rule 14.5 and rule 3.6 of the Company's constitution and for all other purposes, Mr Ralph Curton jr., having been appointed by shareholders as a director of the Company, retires, and being eligible offers himself for election, be re-elected as a director of the Company."

BY ORDER OF THE BOARD



Andrew Metcalfe

Company Secretary

14 April 2021

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting.

VOTING ENTITLEMENTS

The Board has determined that, for the purposes of voting at the AGM, shares in the Company are taken as being held by the persons who hold them as at 7pm (AEST) on 24 May 2021.

CORPORATE REPRESENTATIVES

A corporate Shareholder may appoint a person to act as its representative at the AGM by providing the person with:

- a letter or certificate authorising him or her to act as the corporation's representative, executed in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

To be effective, the instrument by which the person who is appointed a representative of the corporate Shareholder must be received by the Company no later than 48 hours before the commencement of the AGM, i.e., **by no later than 11 a.m. (AEST) on 24 May 2021.**

PROXIES

Shareholders are encouraged to vote online or by returning the proxy form. To be valid, completed proxy forms must be received at the address given below no later than 48 hours before the commencement of the AGM, i.e., **by no later than 11 a.m. (AEST) on 24 May 2021.** Any proxy form received after that time will not be valid for the scheduled AGM.

The Chairman of the meeting is required to vote all directed proxies as specified in the appointment in respect of each resolution. In respect of undirected proxies, the Chairman of the meeting intends to vote or abstain from voting in respect of each resolution as stated in the Explanatory Notes.

Proxy forms may be lodged by posting the completed form in the reply-paid envelope provided (Australia only) or delivering or faxing the completed form to the address or fax number set out below.

Online:

Electronically, by visiting www.investorvote.com.au and entering Control Number: 135168 to lodge your proxy vote and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority).

By facsimile:

Australian based investors: 1800 783 447

Overseas based investors: +61 3 9473 2555

By mail or hand delivery:

Molopo Energy Limited, c/- Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001.

Delivering it in person to "Yarra Falls", 452 Johnston Street, Abbotsford Victoria 3067.

Custodians and nominees

For Intermediary Online subscribers only (custodians and nominees) please visit www.intermediaryonline.com to submit your voting intentions.

PROXY NOTES

1. A Shareholder entitled to attend, and vote has the right to appoint a proxy. For votes to be valid, they must be received by no later than 11am (AEST) on 24 May 2021.
2. 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 Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.

3. A proxy need not be a Shareholder of the Company.
4. Proxies given by corporations must be signed in accordance with the constituent documents of the corporation or the laws in force in its place of incorporation, or by a duly appointed attorney. For Australian corporations, it is sufficient if the proxy is signed by two directors, a director and the secretary, or in the case of a proprietary company with only a sole director and secretary, that person.
5. Where a proxy form is signed on behalf of a Shareholder by an attorney or agent, the proxy will not be valid unless the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) is lodged with the Company by delivery or mail, to the addresses specified above for the lodgement of proxy forms, no later than 48 hours before the scheduled time for commencement of the AGM, i.e., **by no later than 11 a.m. (AEST) on 24 May 2021**
6. A proxy form or ability to vote online accompanies the Notice.

QUESTIONS FROM SHAREHOLDERS

Both prior to and at the AGM the Chairman will allow a reasonable opportunity for Shareholders to submit and ask questions or make comments on the management of the Company and the Remuneration Report. All questions asked will be answered.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2020 (or his representative) will attend the AGM. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements and the independence of the auditor in relation to the conduct of the audit.

Please submit any questions you may have in writing, and if addressed to the auditor, by no later than 10am on 24 May 2021, and if addressed to the Company, by no later than 24 May 2021.

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information to Shareholders about the business to be conducted at the Company's 2021 Annual General Meeting.

THE FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company's financial report (which includes financial statements, notes to the financial statements and Directors' declaration), Directors' report and auditor's report (together, **Reports**) to be tabled at the AGM. The Constitution of Molopo Energy Limited (**Constitution**) provides for the Reports to be received and considered at the AGM. There is no requirement, either in the Corporations Act or the Constitution, for Shareholders to approve any of the Reports. Shareholders will be given a reasonable opportunity to ask questions and make comments on the Reports and the management of the Company.

The Company's Annual Report for the year ended 31 December 2020 (**2020 Annual Report**) has been sent to Shareholders in accordance with the Corporations Act. The 2020 Annual Report (which includes the financial report, Directors' report, and auditor's report) is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>.

REMUNERATION REPORT

Pursuant to section 250R (2) of the Corporations Act, at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the vote.

As Molopo shares were removed from the Official List of ASX at the close of trading on Thursday 1 April 2021, the remuneration report is not tabled for adoption.

RESOLUTION 1: Re-election of Mr Curton jr.

Mr. Curton joined the Board on 31 May 2018.

Pursuant to Listing Rule 14.5 and rule 3.6 of the Company's constitution Mr Curton must seek re-election as a director of the Company at the Company's AGM.

Ralph Curton, Jr. has achieved success in a number of industries including oil & gas, developing over 50,000+ lease acres and participating in over 300 commercially successful gas wells. Additionally, Mr. Curton held rights to distribute Coors beer in 13 counties across East Texas and was involved in the development of 5,000+ units of multi-family housing in Texas and New Mexico. Ralph serves on the National Ambassadors Board of the Barnes Foundation in Philadelphia, PA.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Directors' recommendation

All directors recommend that shareholders vote in favour of Resolution 1.

Glossary

In the Notice of Meeting and the Explanatory Notes, the following terms have the following meaning unless the context requires otherwise.

Annual General Meeting or AGM means the annual general meeting of the Company convened by the Notice of Meeting.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of Molopo.

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

Explanatory Notes means the explanatory statement and explanatory notes accompanying the Notice of Meeting.

Molopo or Company means Molopo Energy Limited (ACN 003 152 154).

Notice of Meeting or Notice of Annual General Meeting or Notice means this notice of meeting including the Explanatory Statement and the proxy form.

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

Shareholder mean the holder of a Share.