

MOLOPO ENERGY LIMITED
(‘Company’ or ‘Molopo’)

ANNUAL GENERAL MEETING
WEDNESDAY 26TH MAY 2021

CHAIRMAN’S ADDRESS

INTRODUCTION:

Ladies and Gentlemen.

Welcome to the Annual General Meeting of your Company.

On 20 March 2020, ASIC issued guidelines that permitted the use of virtual technology to hold annual general meetings, and on 6 May 2020 temporary modifications to the Corporations Act took effect in accordance with the ASIC Determination.

Molopo therefore convenes this Annual General Meeting under the guidelines and requirements as they apply at the date of this meeting using Zoom technology.

On 29 March 2021, ASIC had adopted a ‘no-action’ position in relation to the convening and holding of

virtual meetings due to continued uncertainty around the ability for companies to convene an AGM in-person.

Our Notice of Meeting dated 14 April 2021, was issued on 22 April 2021, and provides that this meeting is being held in compliance with that 'no-action' position.

Resolutions must be voted on by way of a poll and the Company must allow shareholders to ask questions of the Board.

Online voting at today's meeting uses the LUMI online voting platform that shareholders have been provided access to. Voting is now open.

All shareholders attending today's meeting will be given the opportunity to ask questions or make comments through me as Chairman, to the auditor in respect of the Company's audited Financial Statements and also to vote on the single resolution on a poll as required under the ASIC Determination.

To ensure there is an orderly process of receiving and answering any questions or comments from shareholders, I would ask shareholders to use the Zoom chat function. Please identify yourself when you put

your question or comments to the Company, in respect of questions to the auditors in relation to the Financial Statements, questions relating the re-election of Mr. Ralph Curton, and questions of a general nature relating to the business of Molopo. I will then endeavour to answer those questions, deal with your comment or direct them to the auditor as appropriate when the relevant item of business arises.

Questions and my responses will be recorded and will be available to shareholders on request.

OPEN MEETING:

First, I am advised that we have a quorum and I therefore declare the meeting open.

Secondly, can I please request that all phones be turned to silent and advise that no recording of this meeting is permitted.

CHAIR REPORT:

First and foremost I would like to thank my fellow Directors and our Company Secretary for their commitment and support in managing Molopo through what has been a difficult period for the company.

I introduce to you our Directors and Company Secretary as follows:

Mr. Tony Hartnell, Mr. William Johnson, Mr. Ralph Curton jr. and our Company Secretary and CFO Mr. Andrew Metcalfe.

Mr. Ralph Curton jr. retires as a Director today and in accordance with Rule 3.6 of the Company's Constitution offers himself for re-election. Despite the statement appearing in the Explanatory Notes to the Notice of Meeting to the contrary the Board unanimously supports his re-election today and this was previously communicated to shareholders.

Mr. William Johnson will also retire as a Director at the conclusion of this meeting in accordance with Rule 3.6 of the Company's Constitution.

Both Directors have made significant contributions during their term as Directors of Molopo as the Board has endeavoured to recover capital for shareholders and I would like to acknowledge and thank them both for their contributions and efforts in that regard.

I would also like to welcome our Company auditor's representative from BDO Mr. Wai Au who is present to answer questions in relation to the audited Financial Statements of the Company when they are dealt with in the business of this meeting.

On 1 April 2021, the Company was removed from the Official List of the ASX. This decision was made by the ASX due to the Company having been suspended from trading since July 2017 and not having a sufficient level of its operations that, in ASX's opinion, warrants the continued quotation of its securities in compliance with Listing Rule 12.1. This occurred despite several submissions being made by the Board for the ASX to have regard to the special circumstances in which the Company has found itself.

Although removed from the ASX platform, shareholders retain their shareholding ownership and voting rights in Molopo.

All future communication will be made to shareholders via the Company's website and via electronic communication when the Board considers it appropriate to update shareholders on the activities of the Company. Shareholders are aware that former directors of Molopo namely Messrs Baljit Johal, Matthew Cudmore, Richard Matthews, Ronnen Rosengart and Alexandre Gabovich and the late Samuel Belzberg were Directors at the time the Company entered into a series of investments in transactions between July 2017 and March 2018 that I will collectively refer to, for the purposes of this meeting, as the Orient/Drawbridge Transactions. Molopo has previously announced to shareholders the specific transactions that it alleges each of the directors were involved in (for example, Molopo's ASX announcement dated 9 June 2020). As a result of entering into those transactions shareholder's funds were depleted in total by US\$ 35 million or around AUS\$50 million, without seeking shareholder approval.

Following the current Board's election at the 2018 AGM, it has worked methodically on behalf of shareholders to investigate and to ascertain what the Company actually invested in and if shareholders are likely to receive any future value from those investments.

Molopo's investigations suggest that there was little or no value in the Drawbridge projects where the funds advanced by Molopo were invested in return for which the Company received a 30% non-voting shareholding. The remaining 70% shareholder, Sopris holds all the voting rights, and contributed no funds to Drawbridge. As a result, the Board has impaired the value of those investments to nil.

The Board immediately sought to restrain the dissipation of the funds in the USA whilst it endeavoured to understand the exact nature of the investments and their possible value to Molopo. In parallel with that action the Board also instigated a Supreme Court action against certain former Directors for breach of their directors' duties in entering into the Orient/Drawbridge Transactions.

The Board was unsuccessful in restraining the further dissipation of funds in the USA and discontinued those proceeding.

As previously advised to shareholders, the Board is firmly of the view that the actions of these former Directors were in breach of their directors' duties, the ASX Listing Rules, ASX continuous disclosure obligations and provisions of the Corporations Act. That position has been supported by subsequent findings of the Takeovers Panel supported by independent experts engaged by the Company in the litigation proceedings against the former Directors.

The Board maintains the firm view that the litigation proceedings against the former Directors provides the only realistic opportunity for Molopo shareholders to recover any value from the investments in the Orient/Drawbridge Transactions.

In October 2020 the Board joined the D&O insurers as defendants to the proceedings. Despite attending two Court ordered mediations in an attempt to settle the Victorian litigation both of which were unsuccessful the litigation is proceeding. Orders have recently been made

by the Court for the defendants to file further expert evidence and for Molopo to file its responsive expert evidence. Third party notices have been issued joining additional parties to the proceedings. The Court has provided an indication that the proceedings may be listed for trial in March 2022. The trial is likely to run for 4-6 weeks.

The other significant matter that I need to report on to shareholders is the recovery of the loss of \$670,800.19 mistakenly transferred to an unknown third party or parties as a result of the cyber fraud event previously reported to shareholders. Despite pursuing Citibank with the assistance of our bank NAB and the Victorian Police we were only able to recover the sum of \$51,286.90 before the funds were disbursed to the fraudulent party or parties. The Victorian police advised that as the matter involved overseas parties they could not assist further, and the matter was required to be referred to Interpol. We have been seeking further updates from Victoria Police and Interpol without any significant progress to date. Accordingly, Molopo has taken steps to recover the funds from the responsible party for

making the payment and in the event that a resolution is not reached the matter will be litigated for the recovery of the funds and costs.

The long running litigation in Canada is continuing although there have been no further material developments since the issue of the December Quarterly Activities Report issued on 1 April 2021 and the Board will continue to monitor those proceedings.

BUSINESS OF MEETING:

I would like now to proceed with the formal business of the meeting, and I will take questions or comments as we deal with each item of business. If there is time, there may be a further opportunity for shareholders to ask general questions or make comments after I close the meeting.

Item 1 is the receipt and consideration of the Annual Report which includes the Directors' Report, Auditor's Report and Financial Report of the Company for the year ended 31 December 2020.

Representatives of the BDO, the Company's Auditor are in attendance to answer any questions from shareholders, proxies or corporate representatives attending this meeting today.

I will ask the Company Secretary to advise the meeting of any questions received.

QUESTIONS RECEIVED

I will now move onto the other items of business.

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, as tabling the remuneration report as a non-binding resolution is only required for a company that is, as at the date of the AGM, on the official list of the ASX.

Resolution 1 is the Re-Election of Ralph Curton jr as a Director which is an ordinary resolution and reads as follows:

‘That, for the purposes of rule 3.6 of the Company’s constitution and for all other purposes, Mr Ralph Curton jr, having been elected 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.’

Directors unanimously support the re-election of Ralph who has been a valuable contributor to the Board and servant of Molopo and accordingly I urge shareholders to support his re-election.

As is required for this meeting, the resolution will be voted by way of an Online Poll.

I ask that all shareholders, proxies, and corporate representatives complete their vote using the LUMI online voting platform before the Poll is closed.

I will now ask the Company Secretary to advise the proxies received prior on this resolution prior to the meeting.

PROXY VOTES RECEIVED

Before I put this resolution, I will ask the Company Secretary to advise the meeting of any questions received.

QUESTIONS RECEIVED

I now put this resolution and will allow shareholders 5 minutes to complete their vote before the Poll is closed.

Shareholders are advised that the result of the poll will be determined and posted on the company's website.

That concludes the formal business of the meeting and I declare the meeting closed and thank you for your attendance in these difficult times.

I now open the floor for any further general questions or comments from shareholders, to be received via the Zoom Chat function.