



MOLOPO ENERGY LIMITED

ABN 79 003 152 154

Notice of annual general meeting and explanatory statement

Date: Thursday, 24 April 2025
Time: 9.00am (AEST)
Location: This meeting will be conducted as a virtual meeting, accessible online

IMPORTANT INFORMATION

The Meeting will be held virtually. Shareholders will be able to participate in the Meeting by:

- voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 9.00am (AEST) on Tuesday, 22 April 2025.
- submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (AEST) on Friday, 18 April 2025 at enquiries@molopoenergy.com
- register to attend the webcast by email at enquiries@molopoenergy.com
- vote at the meeting by going to <https://meetnow.global/MXFJD6K> and entering your details when prompted; and
- asking questions during the virtual Meeting.

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.

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.

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

Shareholders are requested and encouraged to use the online method of voting as described in the notice of meeting. You must submit your voting preference on or before 9am (AEST) Tuesday, 22 April 2025.

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 9am (AEST) on Thursday, 24 April 2025.

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

BUSINESS OF THE MEETING

RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Directors' report, Auditor's report, and Financial Statements of the Company for the year ended 31 December 2024.

RESOLUTION 1 – RE-ELECTION OF ROGER CORBETT AS A DIRECTOR

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

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

RESOLUTION 2 – RE-ELECTION OF RALPH CURTON JR. AS A DIRECTOR

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

"That, for the purposes of rule 3.6 of the Company's constitution and for all other purposes, Mr. Ralph Curton, having been appointed by shareholders as a director, 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

27 March 2025

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is prepared to provide information to Shareholders about the business to be conducted at the Company's 2025 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 2024 (**2024 Annual Report**) has been sent to Shareholders in accordance with the Corporations Act. The 2024 Annual Report (which includes the financial statements, Directors' report, and auditor's report) is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>.

RESOLUTION 1: Re-election of Roger Corbett AO

Mr. Corbett was appointed to the Board by shareholders at the 2018 AGM held on 31 May 2018.

Pursuant to rule 3.6 of the Company's constitution Mr Corbett must retire from office at the third annual general meeting after the Director was elected or last re-elected and seek re-election as a director of the Company at the Company's AGM.

Roger Corbett AO – Independent Non-Executive Chairman, BComm: Roger is an Australian businessman and former CEO and Group Managing Director of Woolworths Limited, the largest retail company in Australia, where he served from 1990 to 2006. In 2003, Roger was appointed a Member of the Order of Australia (AM) for his service to the retail industry, particularly as a contributor to the development of industry policy and standards, and to the community. In 2008, he was promoted to an officer of the Order of Australia (AO) for service to business, particularly through leadership and executive roles in the retail sector and a range of allied organisations, and to the community. Roger is formerly a director and non-executive chairman of Mayne Pharma Group Limited, an Australian specialist pharmaceutical company and chairman of Australian Leisure and Hospitality Group Limited (AHL Group). He also served on the Salvation Army Advisory Board. Further, Roger is a former director of the Reserve Bank of Australia, a former director of Walmart USA from 2006 to 2016, and a former chairman of Fairfax Media Limited (a major Australian newspaper, magazine and internet publisher), where he also served as chairman of the Nominations Committee and formerly served as chairman of the Audit Risk Committee.

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

Directors' recommendation

All directors (with Mr Corbett abstaining) recommend that shareholders vote in favour of Resolution 1.

RESOLUTION 2: Re-election of Ralph Curton Jr.

Mr. Curton was appointed to the Board on 8 July 2021 and elected by shareholders at the 2022 AGM held on 25 May 2022.

Pursuant to rule 3.6 of the Company's constitution Mr Curton must retire from office at the third annual general meeting after the Director was elected or last re-elected and seek re-election as a director of the Company at the Company's AGM.

Ralph Curton jr.– Independent Non-Executive Director: Ralph has been instrumental in creating large oil and gas projects that have included assembling, acquiring, developing, and selling in excess of 50,000 acres of oil and gas leases. Included in these projects were producing properties and development prospects. These projects were spread over a multi-state geographical area including Louisiana, North Dakota, Oklahoma, Texas and Utah. Ralph began his oil and gas career in 1976 as the owner of a private exploration and production company. He was a pioneer in the exploration of the Cotton Valley Oak Hill oilfield in East Texas, a low-risk, technology-sensitive play covering several hundred square miles. He has served as a director on the board of Amarillo-based EnergyNet.com, the world's largest internet platform for oil and gas properties.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

Directors' recommendation

All directors (with Mr Curton abstaining) recommend that shareholders vote in favour of Resolution 2.

VOTING ENTITLEMENTS

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.

All open votes will be voted by the Chair, as stated in the Explanatory Statement section of 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 found on the front of your Proxy Form prior to 9am (AEST) Tuesday, 22 April 2025.

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://meetnow.global/MXFJD6K>
- b. From their mobile device by either entering the URL in their browser: <https://meetnow.global/MXFJD6K>

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

The Board has determined that, for the purposes of voting at the AGM, shares in the Company are taken as being held by the person(s) who hold them as at 7pm (AEST) on Tuesday, 22 April 2025.

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 9am (AEST) on Tuesday, 22 April 2025.

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 9am (AEST) on Tuesday, 22 April 2025. 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 Statement.

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 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).

- 1) By facsimile:
 - (a) Australian based investors: 1800 783 447
 - (b) Overseas based investors: +61 3 9473 2555
- 2) By mail or hand delivery:
 - (a) 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.

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 9am (AEST) on Tuesday, 22 April 2025.
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 9am (AEST) on Tuesday, 22 April 2025
6. A proxy form or ability to vote online accompanies the Notice of Meeting.

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 2024 (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 to the Company and to the auditor at enquiries@molopoenergy.com, by no later than 5pm on Friday, 18 April 2025.