



Notice of annual general meeting and explanatory statement

Date: Monday 25 May 2026
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 Saturday, 23 May 2026.
- submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (AEST) on Friday, 22 May 2026 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/MHGCMN9> 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) Saturday 23 May 2026.

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 Monday 25 May 2026.

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 2025.

RESOLUTION 1 – RE-ELECTION OF TONY HARTNELL 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. Tony Hartnel, 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 – TO APPOINT THE AUDITOR OF THE COMPANY

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

"That Stannards being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company and the Directors be authorised to agree their remuneration.

BY ORDER OF THE BOARD



Andrew Metcalfe

Company Secretary

17 April 2026

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 2026 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 2025 (**2025 Annual Report**) has been sent to Shareholders in accordance with the Corporations Act. The 2025 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 Tony Hartnell AM

Mr. Hartnell 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 Hartnell 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.

Tony Hartnell AM – Independent Non-Executive Director, ANU B Ec (ANU), LLB(Hons) (ANU), LLM (Highest Hons) (Geo. Washington Uni): Tony was previously the inaugural Chairman of what is now known as the Australian Securities and Investment Commission (ASIC) from 1989 to 1992. Tony was a founding partner of Atanaskovic Hartnell, and was formerly a Partner of Allen Allen & Hemsley, July 1980 – June 1990 & January 1993 – December 1993; Deputy Secretary, Department of Business & Consumer Affairs 1976-1979; and Senior Assistant Secretary, Australia Attorney-General's Department 1974-1975.

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

Directors' recommendation

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

RESOLUTION 2: Approve the appointment of the auditor

Resolution 2 is an ordinary resolution and seeks Shareholder approval to appoint Stannards as the auditor of the Company.

Stannards gave their written consent to act as the Company's auditor on 12 July 2023 in accordance with section 328A(1) of the Corporations Act subject to shareholder approval of this resolution, which was accepted by the Board.

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

Directors' recommendation

All directors 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) Saturday 23 May 2026.**

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/MHGCMN9>
- b. From their mobile device by either entering the URL in their browser: <https://meetnow.global/MHGCMN9>

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 Saturday 23 May 2026.

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 Saturday 23 May

2026.

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 Saturday 23 May 2026. 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 Saturday 23 May 2026.
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 Saturday 23 May 2026
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 2025 (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, 22 May 2026.