



Notice of Annual General Meeting and Explanatory Memorandum

Alligator Energy Ltd ACN 140 575 604

Date of Meeting: Friday 25 November 2022

Time of Meeting: 10.00 am (Adelaide time)

Place of Meeting: Level 1
103 King William Street
Kent Town
Adelaide
SA 5047

Notice of 2022 Annual General Meeting

Notice is hereby given that the Annual General Meeting of **Alligator Energy Ltd ACN 140 575 604** will be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5047 on Friday 25 November 2022, at 10.00 am (Adelaide time).

The Company has made the decision to cater for a broadcast to Shareholders able to attend virtually and to ask text-based questions during this broadcast. Shareholders who attend virtually are unable to cast their votes through the broadcast and are strongly encouraged to lodge their proxy forms by the lodgement deadline.

All voting on resolutions will be conducted by a poll called for those physically present at the meeting or who have voted by proxy ahead of the lodgement deadline. Accordingly, the Directors strongly encourage all Shareholders to lodge their proxy forms by no later than 10.00am Adelaide time on Wednesday 23 November 2022. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on the items of business, and the Chair of the Meeting must follow your instructions.

Details on how Shareholders will be able to attend the broadcast of the meeting virtually, including a presentation by the CEO at the end of the meeting, and ask questions through the live Q&A (but not vote) are set out in the Explanatory Memorandum and a step by step User Guide will be made available on the Company's website.

A copy of your personalised proxy form will be mailed or emailed to you. Shareholders are strongly encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice of Meeting.

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

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at mm@alligatorenergy.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm Adelaide time on Wednesday 23 November 2022.

Terms used in this Notice of Meeting are defined in Section 9 of the accompanying Explanatory Memorandum.

Agenda

Item 1 - Consideration of Financial Statements

Consideration and discussion of Audited Financial Statements for the financial year ended 30 June 2022 (**Audited Financial Statements**), which have been circulated to Shareholders in the Annual Report released on 18 October 2022. Shareholders can also access the Company's Audited Financial Statements on the Company's website at www.alligatorenergy.com.au and titled "Financial Report for the year ended 30 June 2022", which was released to the ASX on 30 September 2022.

No voting is required for this item.

Item 2 - Resolution 1- Re-election of Director – Mr Paul Andrew George Dickson

To consider and, if thought fit, to pass the following **Ordinary Resolution**:

"That Mr Paul Andrew George Dickson, who retires in accordance with Article 11.3 of the Company's Constitution and Listing Rule 14.4, and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

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Item 3 - Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **Advisory Resolution**:

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company for the financial year ended 30 June 2022 be adopted.”

The vote on Resolution 2 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and/or
- (b) a Closely Related Party of such a member of the KMP.

However, the above persons may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 2, subject to compliance with the Corporations Act.

Item 4 - Resolution 3 – Grant of Options to Gregory Campbell Hall

To consider and, if thought fit, pass the following **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,054,688 Zero Strike Priced Options to subscribe for Shares in the Company expiring on 30 September 2023 comprising a Short Term Incentive under the terms of the Employment Contract (**STI Options**) and 2,109,375 Zero Strike Priced Options to subscribe for Shares in the Company expiring on 1 September 2025 comprising a Long Term Incentive under the terms of the Employment Contract (**LTI Options**) to Gregory Campbell Hall (or his nominee), being a Director and Chief Executive Officer of the Company, on the terms set out in the Explanatory Memorandum”.*

A detailed summary of the proposed Terms of the STI Options and LTI Options is contained within the Explanatory Memorandum.

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- (a) Mr Hall;
- (b) any other person that will receive a material benefit as a result of the issue of the STI Options and the LTI Options (except a benefit solely by reason of being a holder of Shares in the Company); or
- (c) an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) 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 the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 3 is a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company, pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- (a) any member of the KMP for the Company; or
- (b) a Closely Related Party of such KMP,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this Resolution 3 if:

- (a) the person is the Chair of the meeting at which the resolution is voted on; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 3, subject to compliance with the Corporations Act.

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Item 5 – Special Resolution 4 - Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider, and if thought fit, to pass with or without amendment the following as a **Special Resolution**:

“That, for the purposes of Listing Rule 7.1A, the Shareholders approve the issue of up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum (10% Securities).”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Special Resolution 4 by or on behalf of:

- (a) any person who may participate in a placement offered under the 10% Securities referred to in Special Resolution 4; or
- (b) an associate of that person or persons; or
- (c) any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by a reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard any votes cast in favour of Special Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Special Resolution 4, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Special Resolution 4, in accordance with a direction given to the chairman to vote on the resolution as the Chairman decides; or
- (c) 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 Special Resolution 4; and
 - (ii) the holder votes on Special Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Special Resolution 4, subject to compliance with the Corporations Act.

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General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Entitlement to vote:

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares as at 7.00pm (Brisbane time) on Wednesday 23 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

An Explanatory Memorandum to Shareholders follows this Notice. The Explanatory Memorandum and Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice of Meeting.

By order of the Board

Mike Meintjes
Company Secretary

17 October 2022

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.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of Alligator Energy Ltd in connection with the business to be transacted at the Annual General Meeting of Shareholders to be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5047 and broadcast over the internet on **Friday 25 November 2022, at 10.00 am** (Adelaide time).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders including whether or not to approve the resolutions detailed in the Notice of Meeting.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting by proxy

A Shareholder is entitled to appoint a proxy. The proxy need not be a Shareholder and can either be an individual or a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.
Proxy Forms received later than this time will be invalid.

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

Virtual attendance on the day

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 broadcast of the meeting virtually.**

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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 access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the broadcast of the meeting.

Terms used in this Explanatory Memorandum are defined below in Section 9.

1. Consideration of Financial Statements

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report (**Financial Statements**) be received and considered at the AGM. A copy of the Company's Annual Financial Statements for the year ended 30 June 2022 can be accessed online at www.alligatorenergy.com.au. The Annual Financial Statements were released to the ASX on 30 September 2022.

The Corporations Act does not require Shareholders to vote on the Financial Statements. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within.

The Chairman will take Shareholders' questions and comments about the management of the Company at the meeting. The Auditor of the Company will be available to take Shareholders' questions and comments 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 Chairman about the financial management of the Company or to the Company's Auditor about the conduct of the audit and the preparation and content of the Auditor's Report, may be submitted by 5.00 pm (Brisbane time) Wednesday 23 November 2022 to:

The Company Secretary
Alligator Energy Ltd
PO Box 338
SPRING HILL QLD 4004
E-mail: mm@alligatorenergy.com.au

Copies of the questions received and answers to the questions will be available at the meeting. Answers will not be returned by mail. The Chairman and auditor will also endeavour to answer questions asked at the meeting that are relevant to the agenda, however where questions concern issues raised and answered in the written questions, the Chairman or auditor may refer Shareholders to the written response. For the benefit of the meeting, both the Chairman and the auditor will briefly outline to the meeting the matters covered in the written questions.

2. Resolution 1 - Re-election of Director – Mr Paul Andrew George Dickson

In accordance with Article 11.3 of the Company's Constitution, one-third of the Directors (excluding a Managing Director) are required to retire by rotation each year. Pursuant to the Constitution, **Mr Paul Dickson**, who has been a Director since November 2009 (13 years), will retire and seek re-election.

A brief biography of **Mr Dickson** is set out below:

Mr Dickson holds a Bachelor of Education and a Graduate Diploma in Technical Analysis and is a Senior Fellow of FINSIA.

Mr Dickson has over 30 years of experience in the finance services industry. He has worked with a number of stock broking firms including Ord Minett Ltd and Colonial Stock-broking Limited and more recently has been a director of a number of corporate advisory boutiques. Mr Dickson was a director of DDM Capital Pty Ltd, which provided a range of services including capital raising and general corporate advice for small-cap companies and Proserpine Capital Partners Pty Ltd, a Private Equity business based in Melbourne. Mr Dickson currently works within the equity markets area for Henslow Pty Ltd.

Mr Dickson is a non-executive director of Cobold Metals Limited, an unlisted public exploration company. Mr Dickson is also the former Non-Executive Chairman of Wedderburn Goldfields Ltd (six months only).

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Mr Dickson is Chairman of the Board and a member of the Audit and Risk Committee and has assisted the Company on matters including capital raisings and investor relations. Mr Dickson is regarded as an independent director.

In the three years to September 2021, Mr Dickson elected to take a portion of his non-executive director fees in shares rather than as a cash payment to assist the Company to conserve cash balances for exploration activities. Along with the other non-executive directors Mr Dickson agreed, as a result of economic conditions and then the outbreak of COVID-19, that from 1 October 2019 to 31 March 2021 there would be a temporary (approx. 16%) reduction in the Chairman's fees.

Directors' Recommendation

The Directors (with Mr Dickson abstaining) recommend that shareholders vote in favour of Resolution 1.

3. Resolution 2 - Remuneration Report

The Annual Report for the year ended 30 June 2022 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors, executives and senior managers during the financial year. A copy of the report is set out in the Directors' Report within the Annual Report and can be found on the Company website at www.alligatorenergy.com.au

The Board submits its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company or, if the Company is part of a Group, for the Group;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for the Key Management Personnel, including details of performance related remuneration and options granted as part of remuneration; and
- details and explains any performance conditions applicable to the Key Management Personnel of the Company or Group.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution 2 is advisory only and does not bind the Directors of the Company.

4. Resolution 3 - Grant of options to Gregory Hall

4.1 Introduction

The Employment Contract (**Agreement**) for performance of the role as Chief Executive Officer (**CEO**) by Gregory Hall on a full-time basis became effective on 1 September 2021.

The total base pay payable to Mr Hall (excluding superannuation) as CEO under the Agreement is currently \$270,000 for the twelve month period (**Base Pay**). The Base Pay is inclusive of fees payable for the services as a director of the Company and any of its subsidiaries.

Mr Hall is also entitled to incentive payments which are based on short term and long-term performance hurdles aligned to the Company's corporate strategy. These incentive payments will be settled by the grant of Zero Strike Priced Options which will only vest for exercise if the performance hurdles are achieved.

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Short-term Incentive

The short-term incentive if fully achieved under the terms of the Agreement constitutes up to 25% of the Base Pay and will be assessed by the Board based upon performance for the twelve month period to 31 August 2023 and will expire on 30 September 2023 unless vested. In determining the number of Zero Strike Priced Options to be issued under the short-term incentive, a 30 Business Day VWAP prior to 30 September 2022 of \$0.064 (being twelve months prior to the expiry date). This results in approval being sought for 1,054,688 Zero Strike Priced Options. Performance hurdles for this short-term incentive include key performance indicators covering:

- a) corporate-wide implementation and operational adoption of new IT enabled Health and Safety system;
- b) executing and progressing the Company strategy, incorporating the 2023 Business Plan with a specific focus on the Samphire Project development and exploration success at Nabarlek North and proof of concept at the Big Lake Project;
- c) focused promotion of the Company's strategy and activities as measured by corporate presentations and media coverage, broker liaison, greater levels of investor engagement and relative market capitalisation ranking; and
- d) continued focus on new business development through sourcing and assessing opportunities aligned to the corporate strategy.

Any Zero Strike Priced Options which do not vest after assessment of performance will automatically lapse.

Long-term Incentive

The long-term incentive, if the milestones are achieved, under the terms of the Agreement to constitute 50% of the Base Pay. Applying the same 30 Business Day VWAP of \$0.064 the number of Zero Strike Priced Options attaching to the long-term incentive are 2,109,375. These Zero Priced Options will have an exercise period of three years from the date of the employment contract and will only vest in set proportions when one or more of the conditions are met:

- a) resource definition drilling commences upon an exploration uranium deposit with the potential to contain 50 million pounds of uranium;
- b) submission and approval of Samphire Mining Lease and PEPR to address all attaching conditions;
- c) when resource drilling commences upon a nickel/cobalt deposit with a potential to contain no less than 150,000t of nickel equivalent (comprising the metals Ni, Co, Cu, Au) at a cut-off grade of 0.5% or above which is determined in accordance with the JORC Code (clause 50) and reported to investors through an ASX Announcement; and/or
- d) achievement of a relative Total Shareholder Return (**TSR**) hurdle.

The Directors have resolved to refer to Shareholders for approval of the proposed grant to Greg Hall of:

- 1,054,688 Zero Strike Priced Options expiring on 30 September 2023 (**STI Options**); and
- 2,109,375 Zero Strike priced Options expiring on 1 September 2025 (**LTI Options**)

Approval for the issue of the STI Options and LTI Options is sought in accordance with the Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

4.2 Options Terms

A summary of the terms of the STI Options and LTI Options are set out in Annexure 1.

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4.3 Legislative Requirements

The Company advises Shareholders that for the purposes of section 211(1) of the Corporations Act, the Board of Directors (with Mr Hall abstaining) has resolved that the issue of STI Options and LTI Options is reasonable remuneration for Mr Hall, having regard to the circumstances of the Company, the roles and responsibilities of Mr Hall and the nature of the Company's operations.

4.4 Listing Rule 10.11

Listing Rule 10.11 requires an entity to obtain the approval of Shareholders to an issue of securities to a related party. Greg Hall, being a Director of the Company, is a related party. Accordingly, because the issue of the Zero Strike Priced Options will result in the Company issuing securities to a related party, approval under Listing Rule 10.11 is required.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- The STI Options and LTI Options are to be issued to Greg Hall.
- Greg Hall is a Director of the Company and falls into the category of a related party as set out in Listing Rule 10.11.1.
- A maximum number of 3,164,063 STI Options and LTI Options are to be issued.
- A summary of the terms of the STI Options and LTI Options is set out in Annexure 1.
- The STI and LTI Options are intended to be granted as soon as possible following the Annual General Meeting, but in any event, within one (1) month of the date of the Annual General Meeting.
- The STI and LTI Options are being issued for nil consideration.
- No funds are being raised by the grant of the STI and LTI Options.
- A voting exclusion statement is set out above in the Notice of Meeting.
- As Greg Hall is a Director and therefore a related party under Listing Rule 10.11.1 and the issue is intended to incentivise Greg Hall, his total remuneration package inclusive of superannuation effective 1 September 2022 is:
 - (a) Director fees - \$Nil;
 - (b) Maximum Base Pay for Executive Services - \$270,000 plus superannuation to the maximum limit of \$27,500 p.a.;
 - (c) Short Term Incentive – up to 25% of Base Pay subject to performance; and
 - (d) Long Term Incentive – up to 50% of Base Pay subject to vesting criteria.

In accordance with Listing Rule 7.2 (exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Directors' Recommendation

The Directors (with Mr Hall abstaining) recommend that you vote in favour of Resolution 3.

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5. Special Resolution 4 – Approval of Additional 10% Capacity

5.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval to allow it to issue additional Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**Additional 10% Capacity**). The Additional 10% Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 (**15% Capacity**).

If Shareholders approve Special Resolution 4, the number of Equity Securities the Company may issue under the Additional 10% Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 7.2 below).

The effect of Special Resolution 4 will be to allow the Directors to issue Equity Securities up to 10% of the Company's Shares issue under the Additional 10% Capacity for a period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% Capacity.

As this is a Special Resolution, for it to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Special Resolution 4.

5.2 ASX Listing Rule 7.1A

An entity is eligible to undertake an Additional 10% Capacity if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation on 30 September 2022 of approximately \$185 million. The Company is therefore able to undertake the Additional 10% Capacity under Listing Rule 7.1A.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue being Ordinary Shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A = the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2, other than exception 9, 16 or 17;
- plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the previous 12 months; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12 month period; or
 - the agreement or issue was approved, or taken under the Listing Rules, to be approved under Listing Rule 7.1 or 7.4;
- plus the number of partly paid shares that became fully paid in the previous 12 months;

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- plus the number of Shares issued in the previous 12 months with approval of holders of Shares under listing rule 7.1 and 7.4;
- less the number of Shares cancelled in the previous 12 months.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

5.3 Notice requirements for approval under ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Special Resolution 4:

7.3A.1 Period for which approval will be valid

If Special Resolution 4 is passed by Shareholders, the approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) The time and date of the Company's next annual general meeting; or
- (c) The time and date of the approval by Shareholders of a transaction under ASX Rule 11.1.2 or Rule 11.2.

If Special Resolution 4 is not passed by Shareholders, the Company will not be able to access the Additional 10% Capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder Approval set out in Listing Rule 7.1.

7.3A.2 Minimum Price

Any Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration per security which is not less than 75% of the VWAP of Equity Securities for that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 ASX Trading Days of the date in paragraph (a), the date on which the Equity Securities are issued.

7.3A.3 Purpose of the use of funds raised by an issue under Additional 10% Capacity

The Company can only issue Equity Securities under the Additional 10% Capacity for cash consideration, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and general working capital.

7.3A.4 Risk of economic and voting dilution

Any issue of Equity Securities under the Additional 10% Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If Special Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

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The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Capacity.

Dilution of Company Shares in relation to Special Resolution 4:

Number of Shares on Issue *	Number of Shares issued under Additional 10% Capacity	Funds raised based on an issue price of <u>\$0.028</u> (50% decrease in the current Share price)	Funds raised based on an issue price of <u>\$0.056</u> (current Share price)	Funds raised based on an issue price of <u>\$0.084</u> (50% Increase in the current Share price)
3,302.7M (Current)	330.3M	\$9.25M	\$18.50M	\$27.75M
4,954.1M (50% Increase)	495.4M	\$13.87M	\$27.74M	\$41.61M
6,605.4M (100% Increase)	660.5M	\$18.49M	\$36.99M	\$55.48M

**The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or script issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

The table above relies on the following assumptions:

1. Special Resolution 4 is approved.
2. The current shares on issue are the Shares on issue as at 30 September 2022.
3. The issue price set out above is the closing price of the Shares on the ASX on 30 September 2022.
4. The Company issues the maximum possible number of Equity Securities under the Additional 10% Capacity.
5. The Company has issued nil Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. Only Shares will be issued under the Additional 10% Capacity.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

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- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

7.3A.5 Allocation Policy for issues under Listing Rule 7.1A.2

The allottees of the Equity Securities to be issued under the Additional 10% Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the Additional 10% Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

7.3A.6 Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A at the Annual General Meeting (AGM) held on 26 November 2021. Since receiving that approval the Company has issued the following Equity Securities under Listing Rule 7.1A.

Total number of Equity Securities issued under Listing Rule 7.1A: Nil

Percentage of the total Equity Securities on issue at 30 September 2022: N/A

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and pursuant to Listing Rule 7.3A.7 have not included a voting exclusion statement.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Special Resolution 4.

7 Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolutions set out in the Notice of Meeting.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the proxy form to the Company in accordance with the instructions contained in the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the AGM in person.

8 Voting entitlement

For the purposes of determining voting entitlements at the AGM, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Brisbane Time) on 23 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

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9 Glossary

For the purposes of the Notice of Meeting and Explanatory Memorandum:

AGM or **Annual General Meeting** or **Meeting** means the Annual General Meeting of the Company to be held on Friday 25 November 2022;

ASX means the ASX Limited;

Board means the board of directors of the Company;

Business Day means a week day on which banks are open for general banking business in Brisbane;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph;

Company or **Alligator Energy Ltd** means Alligator Energy Ltd ACN 140 575 604;

Constitution means the governing rules of the Company approved by Shareholders from time to time;

Corporations Act means *Corporations Act 2001* (Cth);

Directors means the directors of the Company from time to time;

Equity Securities has the meaning given to that term in the Listing Rules;

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting;

JORC Code means Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves published by the Joint Ore Reserves Committee – 2012 Edition

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules or **ASX Listing Rules** means the Official Listing Rules of the ASX as amended from time to time;

Notice of Meeting or **Notice** means the notice of meeting which accompanies this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Professional Investor means an investor capable of satisfying the criteria for the exemption in section 708 of the Corporations Act;

Resolutions means the resolutions set out in the Notice of Meeting;

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Shares means fully paid ordinary shares in the Company from time to time;

Shareholders means the holders of Shares in the Company;

Sophisticated Investor means an investor capable of satisfying the criteria for the exemption in section 708 of the Corporations Act;

Special Resolution means a resolution passed by more than 75% of the votes at a general meeting of shareholders;

Trading Day has the meaning given to that term in the Listing Rules; and

VWAP has the meaning given under the Listing Rules.

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Annexure 1

Terms of STI and LTI Options

1. The STI and LTI Options shall be issued for no consideration;
2. The exercise price of each STI and LTI Option is \$Nil (Exercise Price);
3. The STI Options will not vest and be entitled to exercise until a determination is made by the Board before the end of September 2023 that the STI Options will vest taking into consideration the corporate-wide development, implementation and operational adoption of new IT enabled Health and Safety and Stakeholder Engagement systems, executing and progressing the company strategy, incorporating the Two Year Business Plan with a specific focus on the Samphire Project development and exploration success at Nabarlek North and proof of concept at the Big Lake Project, success with new business development initiatives and promotion of the Company (**Vesting Conditions**);
4. The STI Options will expire on 30 September 2023 (**STI Option Expiry Date**) unless exercised earlier;
5. The LTI Options will not vest and be entitled to exercise until one or more of the conditions (on a proportional basis) are met:
 - (a) resource definition drilling commences upon an exploration uranium deposit with the potential to contain 50 million pounds of uranium;
 - (b) submission and approval of a Samphire Mining Lease and PEPR to address all attaching conditions;
 - (c) when resource drilling commences upon a nickel/cobalt deposit with a potential to contain no less than 150,000t of nickel equivalent (comprising the metals Ni, Co, Cu, Au) at a cut-off grade of 0.5% or above which is determined in accordance with the JORC Code (clause 50) and reported to investors through an ASX Announcement; and/or
 - ;;
 - (d) achievement of a relative Total Shareholder Return (**TSR**) hurdle.
6. The LTI Options will expire on 1 September 2025 (**LTI Option Expiry Date**) unless exercised earlier;
7. The STI and LTI Options will not be transferable in whole or in part and may not be exercised by any other person (except, in the case of the STI and LTI Option holder's death, by his or her legal personal representative);
8. Subject to the relevant Vesting Conditions for each of the STI and LTI Options being satisfied, the STI and LTI Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise to the Company at any time on or after the date of issue of the STI and LTI Options (unless vesting is confirmed by a Board resolution) and on or before the relevant Expiry Dates;
9. The number of STI and LTI Options that may be exercised at one time must be not less than the level that allows the allotment of a marketable parcel (as defined in the Listing Rules);
10. Upon the valid exercise of the STI and LTI Options, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares;
11. Holders of the STI and LTI Options do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide those option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the STI and LTI Options, in accordance with the requirements of the Listing Rules.
12. Holder of the STI and LTI Options do not participate in any dividends unless the STI and LTI Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend;

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13. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - a) the number of STI and LTI Options will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the STI and LTI Options which are not conferred on shareholders; and
 - b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the STI and LTI Options will remain unchanged;
14. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the STI and LTI Option is exercisable may be increased by the number of shares which the option holder would have received if the STI and LTI Option had been exercised before the record date for the bonus issue;
15. The terms of the STI and LTI Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the STI and LTI Options shall not be changed to reduce the Exercise Price, increase the number of STI and LTI Options or change any period for exercise of the STI and LTI Options;
16. The Company does not intend to apply for listing of the STI and LTI Options on the ASX;
17. The LTI Options vest on a change of control (>50%); and
18. The Company shall apply for listing of the resultant shares of the Company issued upon exercise of any STI and LTI Option.



Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (Adelaide Time) on Wednesday, 23 November 2022**, 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 KMP.

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://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

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:

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IN PERSON:

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Sydney NSW 2000

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