

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

23 May 2024

PENINSULA ENERGY LIMITED – ACCELERATED NON-RENOUNCEABLE PRO-RATA ENTITLEMENT OFFER – NOTIFICATION TO ELIGIBLE SHAREHOLDERS

Dear Shareholder,

On Thursday, 16 May 2024, Peninsula Energy Limited (ACN 062 409 303) (ASX: PEN) (**Peninsula** or the **Company**) announced that it was conducting a fully underwritten A\$105.9m equity raising comprising of:

- An institutional placement (**Placement**) of new fully paid ordinary shares in the Company (**New Shares**) to raise approximately A\$52.9 million; and
- A pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of New Shares to raise approximately A\$53.1 million.

The Placement and the Entitlement Offer together are referred to as the Offer, in each case at a price of A\$0.10 per New Share (**Offer Price**).

The net proceeds of the Placement and Entitlement Offer will be used to fully fund Lance to projected positive free cash flow, expected in Q3 2025.

The fixed Offer Price of A\$0.10 per share represents a:

- 13.0% discount to the last closing price of A\$0.115 per share on 15 May 2024;
- 13.6% discount to the 10-day VWAP of A\$0.116 per share up to and including 15 May 2024; and
- 10.7% discount to the theoretical ex-rights price (“TERP”) of A\$0.112 per share

Shaw and Partners Limited is acting as Corporate Adviser to the Offer. Shaw and Partners Limited and Canaccord Genuity (Australia) Limited are acting as joint lead managers, bookrunners and underwriters to the Offer.

More details are provided in Peninsula’s Investor Presentation lodged with the Australian Securities Exchange (**ASX**) on Thursday, 16 May 2024.

Under the Entitlement Offer, Peninsula will offer eligible shareholders the opportunity to subscribe for 1 New Share for every 4 existing fully paid ordinary shares held in Peninsula as at 7:00pm (Sydney time) on Monday, 20 May 2024 (**Record Date**) (**Entitlement**).

The Entitlement Offer comprises the Institutional Entitlement Offer and an offer to Eligible Retail Shareholders (**Retail Entitlement Offer**).

Under the fully underwritten Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the same Offer Price and offer ratio as the Institutional Entitlement Offer.

This letter is to inform you about the Entitlement Offer and to explain that, as an Eligible Retail Shareholder, you are entitled to subscribe for 1 New Share for every 4 Shares held on the Record Date. In the event that any fractions of Shares occur as a result of the subscription under this Entitlement Offer, your Entitlement will be rounded up to the nearest whole number.

You may subscribe for some or all of your Entitlement under this Entitlement Offer.

If you take up your full Entitlement, you may also apply for additional New Shares up to a maximum of 50% in excess of your Entitlement, at the Offer Price (**Oversubscription Facility**). Additional New Shares will only be available where there is a shortfall between Applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer. Peninsula retains the flexibility to scale back Applications for New Shares at its discretion.

The Entitlement Offer is non-renounceable which means that Entitlements are non-transferable and cannot be traded on the Australian Securities Exchange or any other exchange, nor can they be privately transferred. If Eligible Retail Shareholders take no action, they will not be allocated New Shares or receive any value in respect of the Entitlements they do not take up and their Entitlements will lapse.

Peninsula does not intend to extend the Retail Entitlement Offer to jurisdictions outside of Australia and New Zealand (other than to eligible Peninsula directors and executive officers).

The Retail Entitlement Offer opens on Thursday, 23 May 2024 and is due to close at 5.00pm (Sydney time) on Monday, 3 June 2024.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act 2001 (Cth) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instruments 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) (**Corporations Act**), which allows the Entitlement Offer to be made without a prospectus.

Peninsula has today lodged a retail offer booklet with the ASX, which sets out further details in respect of the Retail Entitlement Offer (**Retail Offer Booklet**).

This letter is not an offer document but rather an advance notice of some key terms and conditions of the Retail Entitlement Offer. Further details on the Retail Entitlement Offer are found in the Retail Offer Booklet. You should read the Retail Offer Booklet in full before making any Application for New Shares.

How to Access the Retail Entitlement Offer and Retail Offer Booklet

You can access a copy of the Retail Offer Booklet and Apply for the Retail Entitlement Offer in the following ways:

ONLINE (BPAY) – You can apply for the offer and access your payment details (including the BPAY® payment details) via the following <https://events.miracle.com/pen-offer>. You will need to provide your Securityholder Reference Number (SRN), Holder Identification Number (HIN), or Employee Number and postcode and follow the instructions to apply for New Shares.

ONLINE (EFT) – EFT payment can only be used by entitled holders outside Australia; details can be accessed via the following <https://events.miracle.com/pen-offer>. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares. When submitting an application via EFT, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) must be used as reference for the payment. Your application form and monies must be received by Peninsula by no later than 5.00pm (Sydney time) on Monday, 3 June 2024, unless this date is otherwise extended by the Board at its sole discretion. You **must** return your application form via email to capitalmarkets@linkmarketservices.com.au if you are applying via EFT otherwise your application will not be accepted.

Key dates for the Retail Entitlement Offer

Event	Date
Announcement of the Equity Raising	Before open on Thursday, 16 May 2024
Placement and Institutional Entitlement Offer bookbuild	Thursday, 16 and Friday, 17 May 2024
Results of Institutional Entitlement Offer and Placement announced and trading resumes on an ex-entitlement basis	Before open Monday, 20 May 2024
Record Date for Retail Entitlement Offer	7:00pm (Sydney time) Monday, 20 May 2024
Settlement of Institutional Entitlement Offer and Placement	Thursday, 23 May 2024
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Thursday, 23 May 2024
Despatch of holdings statements for new shares under the Institutional Entitlement Offer and Placement	Thursday, 23 May 2024
Allotment and normal trading of new shares under the Institutional Entitlement Offer and Placement	Friday, 24 May 2024
Retail Entitlement Offer closes	5:00pm (Sydney time) Monday, 3 June 2024
Results of Retail Entitlement Offer announced	Tuesday, 11 June 2024
Settlement of Retail Entitlement Offer	Tuesday, 11 June 2024
Allotment of new shares under the Retail Entitlement Offer	Tuesday, 11 June 2024
Normal trading of new shares issued under the Retail Entitlement Offer	Tuesday, 11 June 2024
Despatch of holding statements for new shares under the Retail Entitlement Offer	Wednesday, 12 June 2024

This timetable above is indicative only and may change. Peninsula and the Joint Lead Managers reserve the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Peninsula and the Joint Lead Managers reserve the right to extend the closing date for the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares.

Peninsula and the Joint Lead Managers also reserve the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Further Information

If you have any questions, you should seek advice from your professional adviser or the Peninsula Offer Information Line on 1800 990 475 (within Australia) or +61 1800 990 475 (outside Australia) at any time between 8.30am to 5.30pm (Sydney time) on Monday to Friday (excluding public holidays) during the Retail Entitlement Offer period.

For any other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Yours faithfully



John Harrison
Non-Executive Chairman

DISCLAIMER

This letter is to inform you about the Retail Entitlement Offer. This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any securities in Peninsula in any jurisdiction.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this letter is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

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This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States (other than eligible Peninsula executive officers or directors) or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the Entitlements or the New Shares under the Retail Entitlement Offer in any jurisdiction outside Australia and New Zealand. In particular, the offer and sale of the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the “**U.S. Securities Act**”). Accordingly, the Entitlements under the Retail Entitlement Offer may not be taken up or exercised by, and the New Shares in the Retail Entitlement Offer may not be offered or sold to, any person in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

None of the Joint Lead Managers has authorised or caused the issue of this letter or made or authorised the making of any statement that is included in this letter or any statement on which a statement in this letter is based. To the maximum extent permitted by law, the Joint Lead Managers, and their respective related bodies corporate and affiliates and the directors, officers, employees or advisers and representatives of any of them expressly disclaim and take no responsibility for any statements in or omissions from this letter.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or to any person in any other jurisdiction outside of Australia or New Zealand (unless such person is a director or executive officer of Peninsula and is an “accredited investor” within the meaning of Rule 501(a)(4) under the U.S. Securities Act). Failure to comply with these restrictions may result in violations of applicable securities.