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**TMK ENERGY LIMITED**  
**ACN 127 735 442**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)  
**DATE:** 27 May 2026  
**PLACE:** 3 Richardson Street  
WEST PERTH WA 6005

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

***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 professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 25 May 2026.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

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#### 3. RESOLUTION 2 – RE-ELECTION OF PROFESSOR JOHN WARBURTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Professor John Warburton, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,173,824 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,826,176 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – PROFESSOR JOHN WARBURTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares to Professor John Warburton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR GLENN CORRIE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 416,667 Shares to Mr Glenn Corrie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO BRIDGE STREET**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Lead Manager Options to Bridge Street (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 8 – APPROVAL OF 7.1A MANDATE**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

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**10. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 37 for a period of three years from the date of approval of this Resolution.”*

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**Dated: 17 April 2026**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <p>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or</p> <p>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.</p> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p style="margin-left: 20px;">(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p style="margin-left: 20px;">(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>
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## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 3 – Ratification of Prior Issue of Shares under Listing Rule 7.1</b>	The Unrelated Placement Participants or any other person who participated in the issue an associate of that person or those persons.
<b>Resolution 4 – Ratification of Prior Issue of Shares under Listing Rule 7.1A</b>	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 5 – Approval for Director Participation in Placement – Professor John Warburton</b>	Professor John Warburton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval for Director Participation in Placement – Mr Glenn Corrie</b>	Mr Glenn Corrie (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval to Issue Lead Manager Options to Bridge Street</b>	Bridge Street (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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 by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6319 1900.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.tmkenergy.com.au](http://www.tmkenergy.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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### 3. RESOLUTION 3 – RE-ELECTION OF PROFESSOR JOHN WARBURTON AS A DIRECTOR

#### 3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Professor John Warburton, having held office without re-election since 31 May 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Professor John Warburton is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Prof. Warburton brings extensive executive and directorship experience at ASX-listed companies together with outstanding technical credentials gained through more than 40 years of involvement in internationally recognised petroleum companies, including Super-Majors BP and Eni, across various roles and locations worldwide. Prof. Warburton is currently a Non-Executive Director of Beetaloo Energy Ltd.</p> <p>Prof. Warburton is a Visiting Professor in the School of Earth and Environment at Leeds University in the UK and previously served as a non-executive director of Senex Energy Limited in the six years before its takeover by POSCO/Hancock Prospecting. He also served as Chief of Geoscience &amp; Exploration Excellence at Oil Search Limited from 2015 to 2018.</p>
<b>Term of office</b>	<p>Prof. Warburton has served as a Director since 7 March 2023 and was last re-elected on 31 May 2023.</p>
<b>Independence</b>	<p>If re-elected, the Board considers that John Warburton will be an independent Director.</p>
<b>Board recommendation</b>	<p>Having received an acknowledgement from Prof. Warburton that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Prof. Warburton since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Prof. Warburton) recommend that Shareholders vote in favour of this Resolution.</p>

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Professor John Warburton will be re-elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Professor John Warburton will not continue in his role as Independent Non-Executive Chairman. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### 4. BACKGROUND TO RESOLUTIONS 3 TO 7

#### 4.1 Placement

On 19 March 2026, the Company announced that it was undertaking a placement to new and existing non-related institutional, professional and sophisticated investors (**Unrelated Placement Participants**), as well as Directors Prof. John Warburton and Mr Glenn Corrie (together, the **Participating Directors**) to raise approximately \$6,080,000 (before costs) via the issue of an aggregate of 50,666,667 Shares at an issue price of \$0.12 per Share (**Placement**).

The Placement is comprised of the following:

- (a) **(Tranche 1)** 50,000,000 Shares which were issued to Unrelated Placement Participants on 30 March 2026 to raise \$6,000,000 (before costs), comprising:
  - (i) 28,173,824 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 3; and
  - (ii) 21,826,176 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 4); and
- (b) **(Tranche 2)** an aggregate of 666,667 Shares to be issued to the Participating Directors (or their respective nominee(s)) to raise approximately \$80,000 (before costs), subject to Shareholder approval under Resolutions 5 and 6.

#### 4.2 Lead Manager Mandate

Bridge Street Capital Partners Pty Ltd (**Bridge Street**) acted as the lead manager to the Placement pursuant to a lead manager mandate dated 16 March 2026 (**Lead Manager Mandate**). Under the Lead Manager Mandate the Company has agreed to pay/issue (as applicable) Bridge Street the following:

- (a) a cash fee of 6% (plus GST) (comprising a 2% management fee and a 4% placement fee) of the total funds raised under the Placement, excluding funds received from the Participating Directors, management and certain participants introduced directly by the Company; and
- (b) an aggregate of 6,000,000 unlisted Options exercisable at \$0.275 each on or before 31 January 2028 (**Lead Manager Options**), subject to Shareholder approval under Resolution 7.

The Lead Manager Mandate otherwise contains terms and conditions which are standard for an agreement of this nature.

#### 4.3 Use of Funds

Funds raised under the Placement will be applied towards:

- (a) the drilling of up to three additional pilot wells to accelerate reservoir dewatering and gas desorption, with the objective of achieving sustainable commercial gas flow rates for the Gurvantes XXXV Coal Seam Gas Project;
- (b) advancing the beneficial use of gas strategy, including project development activities;
- (c) progressing discussions to secure a strategic funding partner and entering gas offtake arrangements to support the transition toward commercialisation; and
- (d) the costs of the Placement and general working capital.

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## 5. RESOLUTION 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

### 5.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 50,000,000 Shares to the Unrelated Placement Participants on 30 March 2026 pursuant to Tranche 1 of the Placement, as set out in Section 4.1.

### 5.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit

by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the date of the issue.

### 5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

### 5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 8 being passed at this Meeting.

### 5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>The Shares were issued to the Unrelated Placement Participants, being new and existing institutional, professional and sophisticated investors who were identified through a bookbuild process which involved Bridge Street and the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that, other than substantial Shareholder Molbek Pty Limited &lt;Bruck Family Super Fund A/C&gt; which was issued 3,500,000 Shares under the Placement, no other Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of Securities issued</b>	<p>50,000,000 Shares were issued on the following basis:</p> <p>(a) 28,173,824 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 3); and</p> <p>(b) 21,826,176 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).</p>
<b>Terms of Securities</b>	<p>The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued	30 March 2026.
Price or other consideration the Company received for the Securities	\$0.12 per Share for Shares issued pursuant to both Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 4.3 for details of the proposed use of funds.
Voting Exclusion Statements	A voting exclusion statement applies to each of these Resolutions.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

## 6. RESOLUTIONS 5 AND 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

### 6.1 General

A summary of the Placement is set out in Section 4.1 above.

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 666,667 Shares to the Participating Directors (or their respective nominee(s)) at an issue price of \$0.12 per Share, to enable their participation in the Placement on same terms as the Unrelated Placement Participants.

Further details in respect of the intended participation of the Participating Directors (or their respective nominee(s)) are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		QUANTUM OF SHARES	FUNDS RAISED
Prof. John Warburton	5	250,000	\$30,000
Mr Glenn Corrie	6	416,667	\$50,000
<b>Total</b>		<b>666,667</b>	<b>\$80,000</b>

### 6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares under the Placement to the Participating Directors (or their respective nominee(s)) constitutes giving a financial benefit and each of the Participating Directors are related parties of the Company by virtue of being a Director.

The Directors (other than Professor John Warburton who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Professor John Warburton (or his nominee(s)) on the same terms as Shares issued to the

Unrelated Placement Participants and as such, the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Glenn Corrie who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Glenn Corrie (or his nominee(s)) on the same terms as Shares issued to the Unrelated Placement Participants and as such, the giving of the financial benefit is on arm's length terms.

### 6.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### 6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Accordingly, the Company will not be able to raise a further \$80,000 (before costs) under Tranche 2 of the Placement.

If one of these Resolutions is passed and the other is not, the Company will only be able to proceed with the issue of Shares to the Participating Director (or their nominee(s)) in respect of which Shareholders approved the issue.

### 6.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	The Shares will be issued to Professor John Warburton and Mr Glenn Corrie (or their respective nominee(s)).
<b>Categorisation under Listing Rule 10.11</b>	Each of the proposed recipients fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director.  Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Up to an aggregate of 666,667 Shares will be issued, in the proportions set out in the table in Section 6.1.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within five Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.12 per Share. Refer to the table set out in Section 6.1.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 4.3 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares are not being issued under any agreement.
<b>Voting exclusion statements</b>	A voting exclusion statement applies to each of these Resolutions.

## **7. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO BRIDGE STREET**

### **7.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 6,000,000 Lead Manager Options to Bridge Street (or its nominee(s)) in consideration for lead manager services provided by Bridge Street under the Lead Manager Mandate, as set out in Section 4.2.

### **7.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **7.3 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate the consideration payable to Bridge Street for lead manager services under the Lead Manager Mandate where the Company may be required to pay an amount in cash.

### **7.4 Technical information required by Listing Rule 7.3**

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Lead Manager Options will be issued to Bridge Street (or its nominee(s)).

REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	Up to 6,000,000 Lead Manager Options will be issued.
<b>Terms of Securities</b>	
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Lead Manager Options within five Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Lead Manager Options will be issued at a nil issue price, in consideration for lead managerial services.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 4.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 8. RESOLUTION 8 – APPROVAL OF 7.1A MANDATE

### 8.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$44,933,314. The Company is therefore an Eligible Entity.

### 8.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

### 8.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<p><b>Period for which the 7.1A Mandate is valid</b></p>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li> </ul>
<p><b>Minimum price</b></p>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li> <li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<p><b>Use of funds</b></p>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for drilling of up to three additional pilot wells to accelerate reservoir dewatering and gas desorption, with the objective of achieving sustainable commercial gas flow rates for the Gurvantes XXXV Coal Seam Gas Project. Capital will also be directed to advancing the beneficial use of gas strategy, including project development activities. In parallel, the Company will progress discussions to secure a strategic funding partner as well as enter gas offtake arrangements to support the transition toward commercialisation.</p>
<p><b>Risk of economic and voting dilution</b></p>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 13 April 2026.</p> <p>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 7.1A Mandate.</p>

REQUIRED INFORMATION	DETAILS					
			DILUTION			
	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
				\$0.085	\$0.170	\$0.255
				Issue Price	50% increase	
				Funds Raised		
<b>Current</b>	269,728,430 Shares	26,972,843 Shares	\$2,292,691	\$4,585,383	\$6,878,074	
<b>50% increase</b>	404,592,645 Shares	40,459,264 Shares	\$3,439,037	\$6,878,074	\$10,317,112	
<b>100% increase</b>	539,456,860 Shares	53,945,686 Shares	\$4,585,383	\$9,170,766	\$13,756,149	
<p>*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 scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 269,728,430 Shares on issue comprising: <ol style="list-style-type: none"> <li>269,061,763 existing Shares as at the date of this Notice; and</li> <li>666,667 Shares which will be issued if Resolutions 5 and 6 are passed at this Meeting.</li> </ol> </li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 13 April 2026 (being \$0.170) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li> <li>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.</li> <li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</li> <li>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li> <li>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.</li> </ol>						
<b>Allocation policy under 7.1A Mandate</b>	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.					

REQUIRED INFORMATION	DETAILS								
	<p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>								
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 May 2025 (<b>Previous Approval</b>).</p> <p>Subsequent to the Previous Approval, the Company completed a 55:1 consolidation of its issued capital on 13 November 2025 (<b>Consolidation</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 26 May 2025, the Company issued an aggregate of 1,044,064,481 Shares pursuant to the Previous Approval, comprising:</p> <ul style="list-style-type: none"> <li>(a) 1,022,238,305 Shares issued prior to the Consolidation on 19 September 2025 (being 18,586,151 Shares on a post-Consolidation basis); and</li> <li>(b) 21,826,176 Shares issued after the Consolidation on 30 March 2026.</li> </ul> <p>For illustrative purposes only, and to assist Shareholders in reconciling the above disclosure, if the 21,826,176 Shares issued on 30 March 2026 had been issued prior to the Consolidation (being 1,200,439,680 Shares on a pre-Consolidation basis), the Company would have issued 2,222,677,985 Shares pursuant to the Previous Approval (stated on a pre-Consolidation basis) which represent approximately 16.64% of the total diluted number of Equity Securities on issue in the Company on 26 May 2025, which was 13,361,408,773.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.</p> <table border="1" data-bbox="544 1733 1386 2101"> <thead> <tr> <th colspan="2" data-bbox="544 1733 1386 1783">SEPTEMBER 2025 PLACEMENT</th> </tr> </thead> <tbody> <tr> <td data-bbox="544 1783 740 1877"> <p><b>Date of Issue and Appendix 2A</b></p> </td> <td data-bbox="740 1783 1386 1877"> <p><b>Date of issue:</b> 19 September 2025  <b>Date of Appendix 2A:</b> 22 September 2025</p> </td> </tr> <tr> <td data-bbox="544 1877 740 2002"> <p><b>Number and Class of Equity Securities Issued</b></p> </td> <td data-bbox="740 1877 1386 2002"> <p>1,022,238,305 Shares<sup>2</sup> (being 18,586,151 Shares on a post-Consolidation basis).</p> </td> </tr> <tr> <td data-bbox="544 2002 740 2101"> <p><b>Issue Price and discount to Market Price<sup>1</sup></b></p> </td> <td data-bbox="740 2002 1386 2101"> <p>\$0.002 per Share (pre-Consolidation), representing a discount to Market Price of 33.33%.</p> </td> </tr> </tbody> </table>	SEPTEMBER 2025 PLACEMENT		<p><b>Date of Issue and Appendix 2A</b></p>	<p><b>Date of issue:</b> 19 September 2025  <b>Date of Appendix 2A:</b> 22 September 2025</p>	<p><b>Number and Class of Equity Securities Issued</b></p>	<p>1,022,238,305 Shares<sup>2</sup> (being 18,586,151 Shares on a post-Consolidation basis).</p>	<p><b>Issue Price and discount to Market Price<sup>1</sup></b></p>	<p>\$0.002 per Share (pre-Consolidation), representing a discount to Market Price of 33.33%.</p>
SEPTEMBER 2025 PLACEMENT									
<p><b>Date of Issue and Appendix 2A</b></p>	<p><b>Date of issue:</b> 19 September 2025  <b>Date of Appendix 2A:</b> 22 September 2025</p>								
<p><b>Number and Class of Equity Securities Issued</b></p>	<p>1,022,238,305 Shares<sup>2</sup> (being 18,586,151 Shares on a post-Consolidation basis).</p>								
<p><b>Issue Price and discount to Market Price<sup>1</sup></b></p>	<p>\$0.002 per Share (pre-Consolidation), representing a discount to Market Price of 33.33%.</p>								

REQUIRED INFORMATION	DETAILS	
	<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 15 September 2025. The placement participants were identified through a bookbuild process, which involved Bridge Street and Prenzier Group Pty Ltd (as joint lead managers) seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>Other than substantial Shareholder Molbek Pty Limited &lt;Bruck Family Super Fund A/C&gt; which was issued 360,000,000 Shares (on a pre-Consolidation basis) under the placement, none of the other participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
	<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised:</b> \$2,044,477.</p> <p><b>Amount spent:</b> \$2,044,477.</p> <p><b>Use of funds:</b> Towards funding the next stage for the Gurvantes XXXV Coal Seam Gas Project, including ongoing production operations with the objective of reaching commercial production levels, the sourcing of funding partners, and undertaking a modest but potentially high impact exploration program.</p> <p><b>Amount remaining:</b> Nil.</p> <p><b>Proposed use of remaining funds:</b><sup>3</sup> Not applicable.</p>
	<b>MARCH 2026 PLACEMENT</b>	
	<b>Date of Issue and Appendix 2A</b>	30 March 2026
<b>Number and Class of Equity Securities Issued</b>	21,826,176 Shares <sup>2</sup>	
<b>Issue Price and discount to Market Price<sup>1</sup></b>	\$0.12 per Share (representing a discount to Market Price of 27.27%).	
<b>Recipients</b>	<p>The Unrelated Placement Participants, being new and existing institutional, professional and sophisticated investors who were identified through a bookbuild process which involved Bridge Street and the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>Other than substantial Shareholder Molbek Pty Limited &lt;Bruck Family Super Fund A/C&gt; which was issued 3,500,000 Shares under the Placement, none of the other participants in the Placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>	
<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised or to be raised:</b> \$2,619,141.</p> <p><b>Amount spent:</b> \$Nil.</p> <p><b>Use of funds:</b> Refer to Section 4.3.</p> <p><b>Amount remaining:</b> \$2,619,141.</p> <p><b>Proposed use of remaining funds:</b><sup>3</sup> Refer to Section 4.3.</p>	
<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</li> <li>Fully paid ordinary shares in the capital of the Company, ASX Code: TMK (terms are set out in the Constitution).</li> </ol>		

REQUIRED INFORMATION	DETAILS
	3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

## 9. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

### 9.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders).

The Company's Constitution (including the proportional takeover provisions set out in clause 37) was adopted on 31 May 2023. Accordingly, the proportional takeover provisions included in the Constitution apply until 31 May 2026 unless sooner omitted or renewed.

This Resolution is a special resolution which will enable the Company to modify its Constitution by renewing clause 37 for a period of three years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 37.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 31 May 2023 and is available for download from the Company's ASX announcements platform.

### 9.2 Technical information required by section 648G(5) of the Corporations Act

<b>Overview</b>	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
<b>Effect of proposed proportional takeover provisions</b>	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>

<b>Reasons for proportional takeover provisions</b>	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.</p>
<b>Knowledge of any acquisition proposals</b>	<p>As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p>
<b>Potential advantages and disadvantages of proportional takeover provisions</b>	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>
<b>Recommendation of the Board</b>	<p>The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.</p>

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 8.1.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Bridge Street** has the meaning given in Section 4.2.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means TMK Energy Limited (ACN 127 735 442).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager Mandate** has the meaning given in Section 4.2.

**Lead Manager Options** has the meaning given in Section 4.2(b).

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Participating Directors** has the meaning given in Section 4.1.

**Placement** has the meaning given in Section 4.1.

**Previous Approval** has the meaning given in Section 8.3.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Security** means a Share or Option (as applicable).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Unrelated Placement Participants** has the meaning given in Section 4.1.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
<b>Exercise Price</b>	The amount payable upon exercise of each Option will be \$0.275 ( <b>Exercise Price</b> ).
<b>Expiry Date</b>	Each Option will expire at 5:00pm (WST) on 28 January 2028 ( <b>Expiry Date</b> ). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under paragraph (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
<b>Change in exercise price</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



TMK Energy Limited | ABN 66 127 735 442

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 25 May 2026**, 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 Key Management Personnel.

### 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://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

