

This document is important and requires your immediate attention.

Mighty Kingdom Ltd

ACN 627 145 260

Notice of Extraordinary General Meeting and Explanatory Statement

The Extraordinary General Meeting of Mighty Kingdom Ltd will be held at Mighty Kingdom, Level 4 121 King William Street Adelaide at 4:00pm (Adelaide time) on Friday 19 January 2024.

Contents

- A. Notice of Extraordinary General Meeting
- B. Explanatory Statement
- C. Proxy form

Important note

This booklet sets out information to assist Shareholders to assess the resolutions to be considered at the Extraordinary General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Extraordinary General Meeting (**Meeting**). No responsibility is taken for the contents of this booklet by ASIC, ASX or any of their officers.

If you do not fully understand the contents of this information you should consult your financial or legal adviser for assistance.

A Notice of Extraordinary General Meeting and Proxy Form are included in/with this booklet. Shareholders are urged to complete the online proxy at www.investorvote.com.au or return the enclosed Proxy Form as soon as possible, irrespective of whether or not they intend to attend the Extraordinary General Meeting.

Questions

If you have any queries regarding the contents of this booklet or in relation to the Extraordinary General Meeting, please contact the Company Secretary, Ms Kaitlin Smith, on (08) 8232 8800. Questions may also be submitted by emailing investorrelations@mightykingdom.com or by submitting an online question when lodging your proxy vote online at www.investorvote.com.au.

Technical difficulties

Technical difficulties may arise during the course of the EGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 4:00pm (Adelaide time) Wednesday 17 January 2024 even if they plan to attend in person.

How to submit your vote in advance of the meeting

Voting by Proxy

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 4:00pm (Adelaide time) on Wednesday 17 January 2024. Any Proxy Form received after that time will not be valid for the Extraordinary General Meeting as scheduled.

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your Proxy Form and follow the prompts
Custodian For Intermediary Online subscribers only (custodians) please visit
voting www.intermediaryonline.com to submit your voting intentions

Letter from the Board

We recommend that you vote **AGAINST** all resolutions proposed by the Requisitioning Shareholders. The Directors consider that the resolutions are **NOT** in the best interests of the Company.

Dear Shareholders,

Mighty Kingdom: Focused on Stability, Financial Security, Expertise and Shareholder Value.

The Board of Directors would like to thank you for your ongoing support of Mighty Kingdom Limited (“MKL” or “the Company”). We acknowledge that the past few months have been very disruptive, but we are committed to remain focused on building on the recent positive results and ensuring MKL’s long term financial success.

Our commitment has always been to complete the strategic review process to provide shareholders with the best possible option to improve shareholder value.

On 22 November 2023 the Company informed shareholders that it had received a request on 20 November 2023 from Imagination Entertainment Pty Ltd ACN 089 649 758, Gamestar Studios Pty Ltd ACN 655 647 082 and Yeend Superannuation Pty Ltd (**Requisitioning Shareholders**) to call a meeting of shareholders pursuant to s249D of the Corporations Act (**Request**).

We recommend that you vote **AGAINST** all resolutions proposed by the Requisitioning Shareholders. The Directors consider that the resolutions are **NOT** in the best interests of the Company.

The resolutions propose to remove each of the current members of the Board, and to appoint four new directors proposed by the Requisitioning Shareholders. **The resolutions fail to detail any strategy, financial security, or positive direction for Mighty Kingdom.** This is change for the sake of change without benefit or purpose. In response to the Request, the Board of Directors would like to focus shareholders on the facts and direction of the company:

1. Stability and Financial Security:

- MKL emphasises its positive medium and long-term prospects, bolstered by a strong financial turnaround and work being undertaken as part of the Company's strategic review announced to the ASX on 17 October 2023.
- MKL highlight the importance of leadership stability to oversee and complete the strategic review and maintain key client relationships like Google, East Side Games and other key partners.
- The experienced board and management team are confident in delivering a positive strategic review outcome to provide shareholders with the best possible option to improve shareholder value.
- Employee support for the current leadership further reinforces their commitment to stability.

2. Industry Expertise and Value Proposition:

- MKL backs its board's extensive experience in the video game, entertainment and creative industries, ensuring a deep understanding of the company and its needs.
- The board's expertise contrasts with Gamestar's proposed board with a lack of experience in the industry and a failure to propose any concrete strategies for growth.
- The strategic review outcome will look to further add to the company's expertise at a board and management level.
- The value proposition that will result from the strategic review will give shareholders a real choice to vote on.

3. Broader Opportunities:

- One of the key drivers of the strategic review is to seek investment from parties that can open further opportunities for MKL.
- MKL understands the need to bring in further expertise and experience in the games industry to unlock opportunities and the Company is in discussion with multiple parties.

4. Opposing Disruption and Misinformation:

- MKL warns shareholders against Gamestar's attempt to gain control without a financial plan as potentially harming shareholder value.
- Gamestar failed on numerous occasions to meet its previous obligations
- The transfer of Gamestar issued shares to Imagination Entertainment without market disclosure raises transparency concerns.

- MKL emphasizes Mr. Yeend's repeated false and negative public statements about the Company, damaging MKL's reputation and shareholder value.
- Mr. Yeend's lack of articulated strategic direction for MKL further raises concerns about his leadership capabilities.
- Gamestar's intent, as communicated to their shareholders, "It would be our intention to change the name of the listed entity to Gamestar and use that as a roll up vehicle to acquire other companies that will expedite the growth of Gamestar". This will only further dilute shareholder value and MKL shareholders have no visibility of the Gamestar business and its value, if any.
- Mr Yeend has had the opportunity to take charge of Mighty Kingdom whilst he was CEO, however he chose to leave without notice.
- MKL has written an invitation for Gamestar to participate in the strategic review process and have not, as at the date of this notice, submitted a proposal.
- MKL believes the resolutions proposed by Gamestar threaten stability at a crucial juncture and would cause unnecessary disruption.

Mighty Kingdom reiterates their commitment to stability, financial security, industry expertise, broader opportunities, and shareholder value. The Board encourage shareholders to vote **AGAINST** Gamestar's resolutions and support the current board and management team.

The Board are continuing to work diligently to finalise a recommended outcome from the strategic review process before the end of the year. In any event before considering any action we urge shareholders to wait and evaluate this recommendation prior to voting in this EGM.

This release has been approved by the Board of Mighty Kingdom Limited.

David Butorac

Ian Hogg

Philip Mayes

Chair – Mighty Kingdom

Non-Executive Director

Non-Executive Director

Mighty Kingdom Limited

ACN 627 145 260

Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Mighty Kingdom Ltd will be held at 4:00pm (Adelaide time) on Friday 19 January 2024.

Agenda

The Explanatory Statement that accompanies and forms part of this Notice of Extraordinary General Meeting describes the business to be transacted at the Extraordinary General Meeting.

Ordinary Business

The Board is **not** proposing the following resolutions. The Company is required to put the following resolutions to Shareholders due to the request made by the Requisitioning Shareholder.

Resolution 1 – Election of Director – Roseanne Healy

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

“That, pursuant to clause 3.5(a) of the Constitution of the Company, Roseanne Healy having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board recommends Shareholders vote **AGAINST** this Resolution 1 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 1.

Resolution 2 – Election of Director – Keith Middleton

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

“That, pursuant to clause 3.5(a) of the Constitution of the Company, Keith Middleton having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board recommends Shareholders vote **AGAINST** this Resolution 2 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 2.

Resolution 3 – Election of Director – Boris Patkin

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

“That, pursuant to clause 3.5(a) of the Constitution of the Company, Boris Patkin having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board recommends Shareholders vote **AGAINST** this Resolution 3 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 3.

Resolution 4 – Election of Director – Shane Yeend

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

“That, pursuant to clause 3.5(a) of the Constitution of the Company, Shane Yeend having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board recommends Shareholders vote **AGAINST** this Resolution 4 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 4.

Resolution 5 – Removal of Director – David Butorac

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

“That, pursuant to clause 3.5(b) of the Constitution of the Company, David Butorac be removed as a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board (with Mr Butorac abstaining) recommends Shareholders vote **AGAINST** this Resolution 5 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 5.

Resolution 6 – Removal of Director – Ian Hogg

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

“That, pursuant to clause 3.5(b) of the Constitution of the Company, David Butorac be removed as a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.”

Your Board (with Mr Hogg abstaining) recommends Shareholders vote **AGAINST** this Resolution 6 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 6.

Resolution 7 – Removal of any other Directors

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

“That, pursuant to clause 3.5(b) of the Constitution of the Company, any director appointed by the Board of Mighty Kingdom pursuant to clause 3.6(a) of the Constitution of Mighty Kingdom Limited between 17 November 2023 and the earlier of the date on which the Requisitioning Shareholders all withdraw their intention to move this resolution or the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed, other than Roseanne Healy, Keith Middleton, Boris Patkin or Shane Yeend.”

Your Board (with Mr Mayes abstaining) recommends Shareholders vote **AGAINST** this Resolution 7 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 7.

By order of the Board.

Kaitlin Smith

Company Secretary

Dated: 18 December 2023

Explanatory Statement

1. General Information

This Explanatory Statement and all attachments are important documents. They should be read carefully.

This Explanatory Statement has been prepared for the Shareholders of Mighty Kingdom Ltd in connection with the Extraordinary General Meeting of the Company to be held at 4:00pm (Adelaide time) on Friday 19 January 2024.

The purpose of this Explanatory Statement is to provide Shareholders with the information known to the Company that the Board considers material to their decision on whether to approve the Resolutions in the accompanying Notice. This document is important and should be read in conjunction with all of the information contained in this booklet, including the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Proxies

Please note that: (a) a Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy; (b) a proxy need not be a member of the Company; (c) a Shareholder may appoint a body corporate or an individual as its proxy; (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Extraordinary General Meeting.

To vote by proxy, please complete and sign the Proxy Form and return it so that it is received by no later than 4:00pm (Adelaide time) on Wednesday 17 January 2024 in accordance with the instructions set out on the Proxy Form. Proxy Forms received later than this time will be invalid.

Alternatively, you may appoint a proxy using an electronic facility available at the website www.investorvote.com.au. At the website, shareholders will be able to view an electronic version of the proxy form, which will accept proxy appointments and register them accordingly.

Voting entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations* 2001, the Board has determined that a person's entitlement to vote at the Extraordinary General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5:00pm (Adelaide time) on Wednesday 17 January 2024. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Extraordinary General Meeting.

Forward-looking statements

This Notice contains forward-looking statements which are statements that may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expect', and other similar words that involve risks and uncertainties. These forward-looking statements are based on an assessment of present economic and operating conditions and on a number of best-estimate assumptions regarding future events and actions that, as at the date of this Notice, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Notice will actually occur and you are cautioned not to place undue reliance on these forward-looking statements.

Enquiries

Shareholders are asked to contact the Company Secretary or Simon Rabbitt, Interim Chief Executive Officer on hello@mightykingdom.com if they have any queries in relation to the matters set out in these documents.

2. Resolutions 1 to 7 – Resolutions pursuant to the Request

2.1 Background

As announced on 22 November 2023, the Company received a notice on 20 November 2023 pursuant to section 249D of the *Corporations Act 2001* (Cth) (**Request**) from Imagination Entertainment Pty Ltd ACN 089 649 758, Gamestar Studios Pty Ltd ACN 655 647 082 and Yeend Superannuation Pty Ltd, being shareholders holding at least 5% of the shares in the Company to call a meeting of shareholders.

Pursuant to section 249D(1) of the Corporations Act, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. Insofar as the request is valid and meets the legislative requirements, following receipt of the Request, the Board must call a general meeting within 21 days and hold the meeting not later than two months after the receipt of the Request.

The Request instructed that the Company call an extraordinary general meeting of Shareholders to consider resolutions for the appointment of Roseanne Healy, Keith Middleton, Boris Patkin and Shane Yeend, and the removal of the Company's current directors David Butorac, Ian Hogg and Philip Mayes, (the **Resolutions**).

A copy of the Request, including the statement put forward by the Requisitioning Shareholders pursuant to section 249P of the Corporations Act, is set out at Annexure A of this Notice.

2.2 Recommendation

We, your Board of Directors, have reviewed the Request and wishes to emphasise this request lacks:

- Financial Security
- Expertise
- Shareholder Value
- Focus on Stability

We urge you to evaluate this Request against the outcome of the strategic review that will be delivered to shareholders before the end of the year before voting.

The Board strongly recommend (excluding any interested Directors abstaining) that you vote **AGAINST** the proposed Resolutions 1 to 7 to protect your investment.

We consider that the resolutions are **NOT** in the best interests of the Company or the Shareholders.

GLOSSARY

DEFINITIONS

In this Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Adelaide, Australia.

Chair means the person appointed to chair the Meeting convened by the Notice.

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 dependant 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 personal prescribed by the Corporations Regulation.

Company means Mighty Kingdom Limited ACN 627 145 260.

Company Secretary means the company secretary of the Company, Ms Kaitlin Smith.

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

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Extraordinary General Meeting means a duly convened extraordinary general meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed at 4:00pm Adelaide time on Friday 19 January 2024.

Gamestar means Gamestar Studios Pty Ltd ACN 655 647 082, Imagination Entertainment Pty Ltd ACN 089 649 758, Yeend Superannuation Pty Ltd, and their associates.

Key Management Personnel has the same meaning as in the accounting standards and includes those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this Notice of Annual General Meeting.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of a Share.

ANNEXURE A – REQUISITION NOTICE AND MEMBER’S STATEMENT

The Directors
Mighty Kingdom Ltd
212 Greenhill Road
Eastwood SA 5063

Notice requesting you convene a general meeting of shareholders for the purposes of moving resolutions for removal and election of directors of Mighty Kingdom Limited (Company)

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company (**Requisitioning Shareholders**). In accordance with section 249D of the *Corporations Act 2001* (Cth) (**Act**), we hereby request that you convene a general meeting of the members of the Company for the purpose of considering, and if thought fit to pass, the following resolutions:

1. Resolution 1 – Election of Director – Roseanne Healy

That pursuant to clause 3.5(a) of the Constitution of the Company, Roseanne Healy having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

2. Resolution 2 – Election of Director – Keith Middleton

That pursuant to clause 3.5(a) of the Constitution of the Company, Keith Middleton having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

3. Resolution 3 – Election of Director – Boris Patkin

That pursuant to clause 3.5(a) of the Constitution of the Company, Boris Patkin having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

4. Resolution 4 – Election of Director – Shane Yeend (Advisory Board Seat – Annual Rotation with Advisory Board Member)

That pursuant to clause 3.5(a) of the Constitution of the Company, Shane Yeend having consented to act, be elected a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

5. Resolution 5 – Removal of Director – Michelle Guthrie

That, pursuant to clause 3.5(b) of the Constitution of the Company, Michelle Guthrie be removed as a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

6. Resolution 6 – Removal of Director – David Butorac

That, pursuant to clause 3.5(b) of the Constitution of the Company, David Butorac be removed as a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

7. Resolution 7 – Removal of Director – Ian Hogg

That, pursuant to clause 3.5(b) of the Constitution of the Company, Ian Hogg be removed as a director of Mighty Kingdom Limited with effect from the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed.

8. Resolution 8 – Removal of any other Directors

That, pursuant to clause 3.5(b) of the Constitution of the Company, any director appointed by the Board of Mighty Kingdom Limited pursuant to clause 3.6(a) of the Constitution of Mighty Kingdom Limited between 17 November 2023 and the earlier of the date on which the Requisitioning Shareholders all withdraw their intention to move this resolution or the end of the general meeting of Mighty Kingdom Limited at which this resolution is passed, other than Roseanne Healy, Keith Middleton, Boris Patkin or Shane Yeend.

Enclosed is a statement prepared by the Requisitioning Shareholders in accordance with section 249P of the Act. The Requisitioning Shareholders request that the Company provide this statement to all members of the Company along with the notice of the meeting requested in this document.

Dated: 19 November 2023

Signed by the Requisitioning Shareholders by their authorised representative:

Imagination Entertainment Pty Ltd ACN 089 649 758: 54 Hyde Street, Adelaide SA 5000	▶ 
Gamestar Studios Pty Ltd ACN 655 647 082: 54 Hyde Street, Adelaide SA 5000	▶ 
Yeend Superannuation Pty Ltd ACN 141 564 641: 170 Greenhill Road Parkside SA 5063	▶ 

Under Section 249P of the Corporations Act

Dear Mighty Kingdom Shareholders

Background

Since becoming listed on ASX, Mighty Kingdom's share price has declined from, **\$0.28 on 21 April 2021 to \$0.009 on 27 October 2023.**

Mighty Kingdom has **incurred losses of circa \$35M.**

As a Mighty Kingdom shareholder that is unacceptable.

They have built zero games that have produced any returns to shareholder value since listing.

The Mighty Kingdom board must change.

That is why we have:

- requested that the directors of Mighty Kingdom convene a meeting of Mighty Kingdom shareholders, to allow Mighty Kingdom shareholders to decide the composition of the Mighty Kingdom board;
- proposed resolutions for the removal of each of the existing Mighty Kingdom directors.
- proposed resolutions for the appointment of four new board members who we believe have the industry skills, experience, and network to turn Mighty Kingdom around for the benefit of all shareholders.

With the addition an Advisory Board with TEN GLOBAL INDUSTRY LEADERS.

Profiles for each of the persons proposed for the MKL board and Advisory Board and Proposed New CEO of the current Games Studio follow.

We recommend you vote **FOR** each of the resolutions for the appointment of the persons proposed for election to the Mighty Kingdom board, and **FOR** each of the resolutions for the removal of each of Mighty Kingdom's existing directors.

Profiles follow for each of the persons proposed for election to the Mighty Kingdom Board, Advisory Board and Proposed CEO are attached. All have consented. MKL have the choice to send to you past 1000 words (this note is 957 words) Please find if not attached at below.

Please go to www.mightyshareholders.com.au for all background information on the individuals. It is a very impressive group and exactly structure for what MKL needs NOW.

Need assistance?



Phone:

1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (ACDT) on Wednesday, 17 January 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

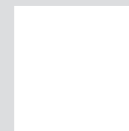
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 133549

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Mighty Kingdom Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Mighty Kingdom Limited to be held at Mighty Kingdom, Level 4, 121 King William Street, Adelaide, SA 5000 on Friday, 19 January 2024 at 4:00pm (ACDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

VOTE AGAINST
The Board of Mighty Kingdom Limited
recommends that you **VOTE AGAINST** the
following items of business

	For	Against	Abstain
Resolution 1 Election of Director – Roseanne Healy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director – Keith Middleton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Boris Patkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director – Shane Yeend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Removal of Director – David Butorac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Removal of Director – Ian Hogg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Removal of any other Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically