

Share Buy Back – Notice of Meeting

Mighty Kingdom Limited (“MKL” or the “Company”) refers to the release dated 18th January 2024, and its earlier release on 15 December 2023 relating to the Share Buy Back.

The Company advises that it has since received confirmation that Australian Securities and Investments Commission (**ASIC**) received and accepted the lodgement of the proposed Notice of Meeting with accompanying documents for shareholders to approve the buy-back on 17th January 2024.

Accordingly, the Company advises that the Notice of Meeting that was sent to shareholders on 17th January 2024 does not need to be changed. Specifically, the Company advises that the date of the meeting will proceed on the 16th February 2024 as per the Notice of Meeting that was despatched and is attached to this release.

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

For further information, please contact

Simon Rabbitt

Interim Chief Executive Officer
Mighty Kingdom Limited
T: +61 8 7200 3252
E: hello@mightykingdom.com

Duncan Gordon

Executive Director
Cerberus Advisory
T: +61 404 006 444

ASX CODE: MKL**CAPITAL STRUCTURE**

Share Price (17/1/24)	\$0.017
Shares on Issue (m)	475.9m
Market Cap	\$8.1m

MAJOR SHAREHOLDERS

Imagination	14.8%
Entertainmet	
Gamestar Studios	13.7%
Philip Mayes	11.1%

BOARD & MANAGEMENT**David Butorac**

Non-Executive Chair

Ian Hogg

Non-Executive Director

Simon Rabbitt

Interim Chief Executive Officer

Kaitlin Smith

Company Secretary

CONTACT

T: +61 8 7200 3252

E: hello@mightykingdom.com

W: www.mightykingdom.com

A: Lv4, 121 King William St
Adelaide SA 5000

P: PO Box 3106
Rundle Mall SA 5000
Australia

ACN: 627 145 260

ABOUT MIGHTY KINGDOM LIMITED

Since its formation in 2010, Mighty Kingdom has released over 50 games that have been downloaded more than 50 million times. These games include the popular Shopkins, LEGO Friends: Heartlake Rush, Gabby's Dollhouse, Wild Life and Ava's Manor. Mighty Kingdom is one of the largest independent game developers in Australia, working with top tier entertainment and gaming companies including Disney, LEGO, Sony, Funcom, Rogue, and Snapchat. A team of experienced developers with significant experience across mobile and console platforms supports its clients to develop high-quality, successful games whilst driving Mighty Kingdom's internal IP development.

17 January 2024

Letter from the Board

Dear Shareholders,

Takeovers Panel Undertaking – buy back

The Board seeks your approval to finalise and give effect to the buy back as agreed between the Company and Gamestar Studios Pty Ltd (Gamestar).

Mighty Kingdom Limited sought orders from the Takeovers Panel on 21 November 2023 against Gamestar and its associates in relation to, inter alia, the unpaid shares held by Gamestar, and to prevent Gamestar from voting on these unpaid shares.


On 15 December 2023, the Takeovers Panel accepted undertakings from the Company and Gamestar to the following effect:

- Mighty Kingdom Limited will enter into a buy back agreement with Gamestar (Buy Back Agreement) in relation to the 59,657,143 shares that have not been paid for (Unpaid Shares) and take all steps necessary to ensure the buy back and cancellation of the Unpaid Shares.
- Gamestar to undertake to:
 - Not vote, sell, transfer or otherwise dispose of any of the Unpaid Shares in Mighty Kingdom and
 - Enter into the Buy Back Agreement with Mighty Kingdom and take all steps necessary to ensure the buy back and cancellation of the Unpaid Shares.
- Gamestar's associates to provide updated disclosure of their relevant interest and voting power in Mighty Kingdom.

On 21 December 2023, the Company and Gamestar executed the Buy Back Agreement, agreeing for the Unpaid Shares to be bought back by the Company. On 22 December 2023, Gamestar provided updated disclosures of their relevant interest and voting power in the Company to the ASX.

In short, the Company and Gamestar has each respectively complied with their undertakings to the Panel to date, and the next steps to completing that process is to seek the approval of shareholders to give effect to the buy back as agreed between the Company and Gamestar.

As per Section 257D of the Corporations Act, shareholders are required to approve the Buy Back Agreement. The Board believes that the Buy Back Agreement and cancellation of the Unpaid Shares is in the best interests of the Company and is in line with what Mighty Kingdom and Gamestar undertook to the Takeovers Panel as an appropriate outcome for all parties.



The Board wishes the shareholders now vote in favour of the buy back to give some finality to the Panel proceedings, and to give effect to the parties' agreed buy back.

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

We recommend that you vote **IN FAVOUR** of the buy back.

Sincerely,

David Butorac

Chair, Mighty Kingdom Limited



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 16 February 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.

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

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 16 February 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.

Resolution 1 – Selective Share Buy-Back from Gamestar

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

“That for the purposes of Section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of the 59,657,143 Shares from Gamestar Studios Pty Ltd (Gamestar) on the terms and conditions set out in the Explanatory Statement.”

Note: A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

By order of the Board

Kaitlin Smith
Company Secretary
Dated: 15 January 2024

Voting Prohibition Statements

In accordance with section 257D(1)(a) of the Corporations Act, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<u>Resolution 1 – Selective Share Buy-Back from Gamestar</u>	Gamestar and any of their associates.
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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.

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 16 February 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 14 February 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 7:00pm (Adelaide time) on 14 February 2024. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Extraordinary General Meeting.

2. Resolution 1 – Selective Buy Back of Gamestar Shares

2.1 Background

On 21 November 2023, the Company submitted an application to the Takeovers Panel (the **Panel**) in relation to its affairs.

The Company submitted in its application to the Panel that Gamestar Studios Pty Ltd (**Gamestar**) had failed to pay the subscription price for certain shares in Mighty Kingdom that it had acquired pursuant to a share subscription agreement dated on or about 4 August 2022 (as amended) (**Relevant Shares**), that the entities controlled by Mr Shane Yeend (**Yeend Entities**) had failed to provide updated disclosure of their relevant interest and voting power in Mighty Kingdom, and that Gamestar had made false and misleading statements to the market.

On 15 December 2023, the Panel accepted undertakings from the Company, Gamestar and Yeend Entities which have the following effect:

- Mighty Kingdom undertakes that it will enter into a buy back agreement with Gamestar in a form the Panel does not object to in relation to the Relevant Shares (**Buy Back Agreement**) and take all steps necessary in connection with that buy back to ensure the cancellation of the Relevant Shares.
- Gamestar undertakes to:
 - not vote, sell, transfer or otherwise dispose of any of the Relevant Shares in Mighty Kingdom and
 - enter into the Buy Back Agreement with Mighty Kingdom and take all steps necessary in connection with that buy back to ensure the cancellation of the Relevant Shares and
- the Yeend Entities undertake to provide updated disclosure of their relevant interest and voting power in Mighty Kingdom in a form the Panel does not object to.

Under the Corporations Act, a company may make a selective buy back by a special resolution passed at a general meeting. As per the undertakings provided to the Panel, the Company has entered into an agreement with Gamestar for the selective buy back and cancellation of 59,657,143 Shares held by Gamestar. The agreement is conditional on obtaining a special resolution of Shareholders to approve the selective buy back.

2.2 Buy-back

The Company has entered a Buy Back Agreement with Gamestar in relation to the selective buy back. Pursuant to the selective buy back, the Company proposes:

- a) to buy back the Relevant Shares for a total of \$1 receipt of which Gamestar has acknowledged; and
- b) cancel the Relevant Shares.

The Company and Gamestar have already agreed to proceed with the buy back, and they have given undertakings to the Panel that they will take all steps to complete that buy back. The Company and Gamestar now need to finalise that buy back with the shareholder approval under the Corporations Act.

The terms of the Buy Back Agreement are summarised in Section 2.3 below.

The purpose of the proposed Buy Back Agreement is to allow the Company to buy back and cancel the Relevant Shares for \$1 in accordance with the undertakings provided to the Panel.

Resolution 1 is a special resolution meaning at least 75% of votes cast by Shareholders present and entitled to vote on Resolution 1 must be in favour of Resolution 1 for it to be passed.

2.3 Terms of Buy-Back Agreement

On 15 December 2023, the Takeovers Panel accepted undertakings from the Company, Gamestar and Yeend Entities to enter a Buy Back Agreement which contained the following material terms and conditions:

- (a) **(Sale and Buy-Back):** subject to the satisfaction of the conditions precedent below, Gamestar has agreed to sell the Relevant Shares to the Company and the Company has agreed to purchase the Relevant Shares from Gamestar for \$1, free from all encumbrances and with all rights attaching to them;
- (b) **(Conditions Precedent):** completion of the selective buy back is conditional upon Shareholders approving the selective buy back under Resolution 1, the Company lodging the relevant documents and forms with ASIC in relation to the selective buy back, and after the 14-day notice period required by the Corporations Act has expired; and
- (c) **(Completion):** Subject to Shareholders approving the selective buy back under Resolution 1, completion of the selective buy back under the Buy Back Agreement will occur at 10:00am on the next business day after this Meeting. Upon transfer of the Relevant Shares from Gamestar to the Company, the Relevant Shares will be cancelled.

As outlined above, the Buy Back Agreement has already been agreed and signed by the Company and Gamestar, and other steps in the undertakings given by the Company and Gamestar leading up to this Meeting have been complied with.

The Company has undertaken to the Panel to take all steps necessary to complete the buy back.

Similarly, Gamestar has undertaken to the Panel to take all steps necessary to allow the Company to complete the buy back, including specifically ensuring no votes are cast against, and that no steps are taken to persuade others to cast votes against the buy back resolution.

On that basis, the shareholders are requested to approve the buy back in accordance with the Corporations Act, to give effect to the buy back that has been agreed between the Company and Gamestar.

2.4 General

The Corporations Act provides that the rules relating to share buy-backs are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's insolvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the company to disclose all material information.

In particular, Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

Pursuant to Section 257D(1) of the Corporations Act, a selective share buy-back must be approved by either:

- (a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are to be bought back or by their associates; or
- (b) a resolution agreed to, at a general meeting by all ordinary shareholders.

The phrase “no votes being cast” is intended to operate in a similar way to the way in which voting exclusion statements operate in the context of the ASX Listing Rules.

Section 257D(2) of the Corporations Act requires that a Company must include in the notice of meeting a statement setting out all information known to the Company that is material to the decision on how to vote on Resolution 1. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to Shareholders.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information is set out below.

2.5 Impact of Buy-Back on the capital structure of the Company

The effect of the proposed selective buy back on the Company will be to reduce the total number of Shares on issue by 59,657,143 amounting to 12.5% of the issued capital of the Company.

The overall effect of the selective buy back on the capital structure of the Company is as follows:

Event	Shares	Options
Shares and Options on issue as at the date of this notice	475,923,760	30,142,237
Less Shares subject to selective buy-back and cancellation and Options subject to cancellation	59,657,143	-
Shares and Options on issue at Completion of the Buy-Back	416,266,617	30,142,237

2.6 Interests in the Buy-Back

The Company confirms that no directors will participate in the selective buy back and no directors have an interest in the selective buy back.

2.7 Effect of the Buy-Back on the Company

(a) Effect of the Buy-Back on the Company

If Resolution 1 is passed, it is not expected that the selective buy back will give rise to any change in the control of the Company.

However, the selective buy back will affect the Shareholding and voting power of the Company’s substantial shareholders as follows:

Substantial Shareholder	Number of Shares held	% Voting power before Buy-Back (undiluted)	% Voting power post Buy-Back
GAMESTAR STUDIOS PTY LTD	65,371,429	13.7%	1.4%
IMAGINATION ENTERTAINMENT PTY LTD	70,506,205	14.8%	16.9%
YEEND SUPERANNUATION PTY LTD <YEEND SUPER FUND A/C>	2,325,194	0.5%	0.6%

Sections 609(4) and 611 of the Corporations Act provide exemptions for acquisitions of relevant interests in a company's voting shares. A shareholder in a company is permitted to increase its shareholding as a result of a permitted buy back authorised under Section 257A of the Corporations Act by any percentage, therefore additional approvals for the increase in voting power for the Company's substantial shareholders is not required.

(b) Financial effect on the Company

As the Company has agreed to purchase the Relevant Shares from Gamestar for \$1, receipt which has been acknowledged by Gamestar, no material funds will be expended for the selective buy back, and there will be no material financial effect on the Company.

2.8 Advantages and disadvantages of the Selective Buy-back

The Board believes that the selective buy back will provide the following advantages to Shareholders:

- (a) the buy-back of the Relevant Shares will resolve the Company's concerns about the voting and control of the Relevant Shares that have not been paid for; and
- (b) there will be a lesser number of Shares on issue, resulting in an increased ownership interest in the Company of each remaining Shareholder.

The Board does not believe that there are any disadvantages of the selective buy back to Shareholders.

2.9 Trading price of Shares

The latest trading price of Shares on ASX prior to the date of this Notice of Meeting was \$0.017, on 8 January 2024.

2.10 Recommendation of Directors

As outlined in sections 2.2 and 2.3, the Company and Gamestar have already agreed to the buy back and entered into the Buy Back Agreement. Further the Company and Gamestar have each, respectively, given undertakings to the Panel to effectively take all steps to complete the buy back. Notwithstanding the agreement between Company and Gamestar, as part of that process, shareholder approval is required under the Corporations Act.

Based on the information available, including that contained in this Explanatory Statement, all of the Directors consider that the selective buy back in Resolution 1 is in the best interests of the Company.

The Directors strongly recommend that Shareholders vote in favour of Resolution 1. The Directors confirm that they intend to vote in favour of Resolution 1 in relation to all votes that they control. No Director has an interest in the selective buy back other than as holders of securities in the Company. The Chair intends to vote all available proxies in favour of Resolution 1.

There is no other information material to the making of a decision by Shareholders whether or not to vote in favour of Resolution 1, being information that is known to the Directors, which has not previously been disclosed to Shareholders, other than as set out in this Notice.

GLOSSARY

DEFINITIONS

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

\$ means Australian Dollars.

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 16 February 2024.

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.

Listing Rules means the listing rules of ASX.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding that given date, unless otherwise specified.

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

Notice means this Notice of Extraordinary General Meeting.

Resolution means a resolution referred to in the Notice.

Security means a security in the capital of the Company granted under these Rules, including a Plan Share, Option, Performance Right or other Convertible Security.

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

Shareholder means a holder of a Share.

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, 14 February 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

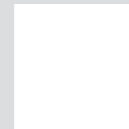
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

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: 133568

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, 16 February 2024 at 4:00pm (ACDT) and at any adjournment or postponement of that meeting.

Step 2 Item 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.

	For	Against	Abstain
Resolution 1 Selective Share Buy-Back from Gamestar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of 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