

Share Purchase Plan Booklet

9 April 2024

Emperor Energy Limited (ACN 006 024 764)

An offer to Eligible Shareholder to apply for up to \$30,000 of New Shares each at an Issue Price of \$0.011 per New Share without incurring brokerage or other transaction costs.

The Share Purchase Plan closes at 5.00pm (Sydney time) on 24 April 2024.

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

If you are an Eligible Shareholder, this booklet (**SPP Booklet**) and the personalised Application Form that accompanies it contains important information and requires your immediate attention. You should read both documents carefully and in their entirety. This SPP Booklet and the offer constituted by it is made in accordance with the requirements of ASIC Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547. This SPP Booklet is not a prospectus or product disclosure statement under the *Corporations Act 2001* (Cth) (**Corporations Act**) and has not been, and will not be, lodged with the Australian Securities and Investments Commission (**ASIC**).

This SPP Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be unlawful. The New Shares offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, such New Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The New Shares in the SPP will only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Emperor Energy Ltd with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

If you have any questions, please call your stockbroker, accountant or other professional adviser. For information regarding details of the Offer, you can contact the Offer Information Line on 1300 103 392 (within Australia) or +61 2 9068 1925 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.



SPP Frequently Asked Questions

IMPORTANT NOTICE: If you apply to participate in the SPP by making a BPAY[®] payment or EFT, you are accepting the risk that the market price of Shares may change between the time you make your application and the Issue Date. This means it is possible that, between the time you make your application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price for New Shares under the SPP.

1 What is the SPP?

The SPP provides each Eligible Shareholder with an opportunity to acquire New Shares (subject to any scale-back at EMP's absolute discretion), without paying any brokerage fees, commissions or other transaction costs, for a total application price not exceeding A\$30,000.

EMP is targeting to raise up to approximately \$200,000 under the SPP. However, EMP may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount, close the SPP early and/or scale-back applications or increase the amount raised under the SPP if the total demand for the SPP exceeds the target amount (subject to the maximum permitted under the ASX Listing Rules) at its absolute discretion.

2 Who is an Eligible Shareholder?

An Eligible Shareholder who may participate in the SPP is a registered holder of Shares at 7.00pm (Sydney time) on 8 April 2024 with a registered address on the register in:

- Australia; or
- New Zealand.

Shareholders who hold Shares on behalf of, or are acting for the account or benefit of, persons who reside outside Australia or New Zealand (including persons who are in the United States) are not entitled to participate in the SPP on behalf of those persons.

3 How will custodians and nominees be treated under the SPP?

Please refer to sections 1(g) – 1(i) in the SPP Terms and Conditions for information on eligibility for custodian and nominee shareholders.



4 What are the key dates?

Event	Date
Record Date for eligibility to participate in the SPP (7.00pm, Sydney time)	Monday, 8 April 2024
SPP Opening Date (9:00am, Sydney time)	Wednesday, 10 April 2024
SPP Booklet made available, including personalised Application Forms	Wednesday, 10 April 2024
SPP Closing Date (5.00pm, Sydney time)	Wednesday, 24 April 2024
Results of SPP announced	Monday, 29 April 2024
Issue Date of New Shares under the SPP	Monday, 29 April 2024
Quotation and normal trading on ASX of New Shares issued under the SPP	Monday, 29 April 2024
Despatch of SPP holding statements	Monday, 29 April 2024

Note: This timetable is indicative only and subject to change. EMP reserves the right to alter the above dates at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the Corporations Act and any other applicable rules.

5 How much can I invest under the SPP?

You may apply for New Shares under the SPP up to an aggregate maximum dollar amount of A\$30,000 worth of New Shares (see question 6 below for further information). You may apply to acquire either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.

Limit	Application Amount (A\$)	*New Shares to be Issued at Issue Price
Minimum Application	\$2,500	227,273
	\$5,000	454,545
	\$10,000	909,091
	\$15,000	1,363,636
	\$20,000	1,818,182
	\$25,000	2,272,727
Maximum Application	\$30,000	2,727,273

***Note:** Figures are provided prior to the application of any scale-back. In the event of a scale-back, you may be allocated New Shares to a value which is significantly less than the parcel for which you applied.

Should EMP scale-back applications, the balance of any application monies that are not applied to acquire New Shares under the SPP will be refunded to you, without interest.



6 What do I do if I receive more than one Application Form?

Eligible Shareholders who receive more than one Application Form under the SPP, for example, because they hold Shares in more than one capacity, may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate dollar amount exceeding A\$30,000.

7 What is the issue price?

The issue price under the SPP is A\$0.011 per New Share (**Issue Price**).

8 What is the market price of Shares?

The market price for Shares can be obtained from the ASX's website by searching for "EMP" in the prices search screen.

9 What rights will the New Shares issued under the SPP have?

New Shares issued as part of the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the Issue Date. New Shares issued under the SPP will not carry an entitlement to receive any dividend or distribution with a record date prior to the Issue Date.

10 What costs are associated with the SPP?

There are no brokerage, commissions or other transaction costs payable by Eligible Shareholders in relation to the application for, and the issue of, New Shares under the SPP.

11 Do I have to participate in the SPP?

Participation in the SPP is optional. If you do not wish to participate in the SPP, no action is required on your part. The offer under the SPP is non-renounceable. This means you cannot transfer your right to purchase New Shares under the SPP to anyone else.

12 How are refunds paid?

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made in the same manner that EMP's dividends are paid - by direct deposit to a bank account. You can update your payment instructions by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 8:30am to 7:00pm (Sydney Time), Monday to Friday.

13 When will I be refunded?

Refunds will be made as soon as practical after the SPP closes.



14 Taxation

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in the New Shares.

15 How do I apply?

If you would like to apply to participate in the SPP, please follow the instructions on the enclosed Application Form. You have two options:

- **Option 1: Pay by BPAY®**

You can make a payment by BPAY®. To do this, you must use the personalised Reference Number shown on the Application Form. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it or change the amount of New Shares you have applied for.

- *Option 2: Pay by EFT (for New Zealand eligible Shareholders only)*

You can make a payment by Electronic Funds Transfer (EFT). To do this, you must use the personalised EFT Reference Number shown on the Application Form. If you make your payment with EFT you do not need to return your Application Form. You will not be able to withdraw or revoke your application or EFT payment once you have submitted it or made it or change the amount of New Shares you have applied for.

All payments and applications must be received no later than 5.00pm (Sydney time) on 24 April 2024.



SPP Terms and Conditions

IMPORTANT NOTICES: The offer to purchase New Shares under the SPP is not a recommendation to acquire New Shares. If you are in any doubt about this SPP, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives). Nothing in these terms and conditions ("SPP Terms and Conditions"), the SPP application form ("Application Form") or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP. If you apply to participate in the SPP, by making a BPAY® or EFT (for New Zealand eligible Shareholders only) payment, you are accepting the risk that the market price of Shares may change. This means it is possible that, between the time you make your application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price of New Shares. No cooling-off regime applies in relation to the acquisition of New Shares under the SPP.

1 Eligible Shareholders

- (a) Subject to sections 1(c) to 1(j), all persons registered as holders of fully paid ordinary Shares in EMP, at 7.00pm (Sydney time) on 8 April 2024 (**Record Date**), whose registered address in the register of EMP is in Australia or New Zealand may participate in the SPP (**Eligible Shareholders**).
- (b) Directors and employees of EMP who hold Shares may be Eligible Shareholders.
- (c) Shareholders who hold Shares on behalf of, or are acting for the account or benefit of, persons who reside outside Australia or New Zealand (including persons who are in the United States) are not entitled to participate in the SPP on behalf of those persons.
- (d) The New Shares to be offered and sold under this SPP have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders and are not entitled to participate in the SPP. A trustee, nominee or custodian must not participate in the SPP on behalf of any person in the United States and may not, distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States.
- (e) Consistent with the representations, warranties and acknowledgements contained in section 3 and the Application Form included with these SPP Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or any person who is acting for the account or benefit of a person in the United States (to the extent such a person is acting for the



account or benefit of a person in the United States). Failure to comply with these restrictions may result in violations of applicable securities laws.

- (f) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under section 3(a)(vii) by one joint holder will be effective in respect of the other joint holder(s).
- (g) If you are a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547), you may apply for up to A\$30,000 worth of New Shares for each beneficiary subject to you annexing to your Application Form a certificate addressed to EMP with the following information:
 - (i) confirmation of either or both of the following:
 - (A) that you hold Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not custodians; or
 - (B) that another custodian (**downstream custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **participating beneficiary**), and you hold the Shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;
 - (ii) confirmation that each participating beneficiary has subsequently instructed the following persons:
 - (A) where sub-paragraph (i)(A) above applies – you; or
 - (B) where sub-paragraph (i)(B) above applies – the downstream custodian, to apply for New Shares on their behalf under the SPP;
 - (iii) the number of participating beneficiaries and their names and addresses;
 - (iv) in respect of each participating beneficiary:
 - (A) where sub-paragraph (i)(A) above applies – the number of Shares that you hold on their behalf; or
 - (B) where sub-paragraph (i)(B) above applies – the number of Shares to which the beneficial interests relate;
 - (v) in respect of each participating beneficiary:
 - (A) where sub-paragraph (i)(A) above applies – the number or the dollar amount of New Shares they have instructed you to apply for on their behalf; or
 - (B) where sub-paragraph (i)(B) above applies – the number or the dollar amount of New Shares they have instructed the downstream custodian to apply for on their behalf;



- (vi) confirmation that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds A\$30,000:
 - (A) the New Shares applied for by you under the SPP in accordance with the instructions referred to in sub-paragraph (v) above; and
 - (B) any other Shares issued to you in the 12 months before the application as a result of an instruction given by them to you or the downstream custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) confirmation that a copy of the SPP Booklet was given to each participating beneficiary; and
- (viii) where sub-paragraph (i)(B) above applies – the name and address of each custodian who holds beneficial interests in the Shares held by you in relation to each participating beneficiary,

(a Custodian Certificate).

- (h) If you hold Shares as a trustee or nominee for another person, but are not a custodian as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you cannot participate for beneficiaries in the manner described above. In this case, the rules in section 2(b) apply.
- (i) Custodians wishing to participate on behalf of a beneficiary or beneficiaries must provide the certifications required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and should contact the EMP's Share Registry, Automic, on EMP's SPP Information Line to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
- (j) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

2 Applying for Shares

- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of New Shares with a dollar amount of A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and:
 - (i) make payment by BPAY® equivalent to the dollar amount of the parcel of New Shares you wish to apply for (including providing the unique Reference Number provided to you for purposes of the SPP only); or
 - (ii) make payment by EFT (for New Zealand eligible Shareholders only) equivalent to the



dollar amount of the parcel of New Shares you wish to apply for (including providing the unique Reference Number provided to you for purposes of the SPP only).

(both an **Electronic Application**), so that it is received by the registry by 5.00pm (Sydney time) on 24 April 2024 (the **SPP Closing Date**). Payments must be in Australian dollars.

If EMP receives an amount that is not equal to A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, EMP will round down the dollar amount of New Shares that you are applying for to the next lowest parcel or, if EMP receives less than A\$2,500, reject your application and refund your application monies that are not used to purchase New Shares, without interest, as soon as practicable following the issue of New Shares.

If you make an Electronic Application, in applying for New Shares, you represent to EMP that the total of the application price for the following does not exceed A\$30,000:

- (i) the New Shares the subject of the application;
 - (ii) any other New Shares issued to you under the SPP or Shares issued under any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
 - (iii) any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a custodian in the 12 months before the application as a result of an instruction given by you to the custodian to apply for Shares on your behalf under an arrangement similar to the SPP.
- (b) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate dollar amount of more than A\$30,000.
- (c) EMP may accept or reject your application for New Shares at its discretion. EMP may reject your application in the following circumstances (among others):
- (i) you have applied for New Shares with a total application price of less than A\$2,500;
 - (ii) your BPAY® or EFT (for New Zealand eligible Shareholders only) payment is incomplete or invalid;
 - (iii) unless you are a custodian, it appears that you are applying to acquire New Shares with an aggregate application price in excess of A\$30,000 under the SPP;
 - (iv) you are a custodian and you have not provided the required Custodian Certificate;
 - (v) your Application BPAY® or EFT (for New Zealand eligible Shareholders only) payment is received after the SPP Closing Date. Late payments will be refunded, without interest,



as soon as practicable following the issue of New Shares; or

- (vi) EMP believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements)).
- (d) If the value of the parcel of New Shares you have applied for cannot be divided by the Issue Price to give a whole number of New Shares, the Company will apply normal rounding to the nearest whole number of New Shares.

3 Effect of Making an Application

- (a) If you make an Electronic Application, by making that Electronic Application:
 - (i) you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;
 - (ii) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
 - (iii) you acknowledge that you are an Eligible Shareholder using the unique Reference Number provided to you for the purposes of the SPP only;
 - (iv) you irrevocably and unconditionally agree to these SPP Terms and Conditions, the terms of the Application Form and EMP's Constitution and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
 - (v) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Application Form;
 - (vi) you acknowledge your application is irrevocable and unconditional and cannot be varied;
 - (vii) if you are applying on your own behalf (and not as a custodian), you acknowledge and agree that:
 - (A) you are not applying for New Shares with an application price of more than A\$30,000 under the SPP (including by instructing a custodian to acquire New Shares on your behalf under the SPP); and
 - (B) the total of the application price for the following does not exceed A\$30,000:
 - (1) the New Shares the subject of the application;
 - (2) any other New Shares issued to you under the SPP or Shares issued under any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
 - (3) any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP; and



- (4) any other Shares issued to a custodian in the 12 months before the application as a result of an instruction given by you to the custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (viii) if you are a custodian and are applying on behalf of a participating beneficiary on whose behalf you hold Shares, you acknowledge and agree that:
 - (A) you are a Custodian;
 - (B) you hold Shares (directly or indirectly) on behalf of one or more participating beneficiaries;
 - (C) you held Shares on behalf of the participating beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP;
 - (D) each participating beneficiary on whose behalf you are applying for New Shares has been given a copy of this SPP Booklet;
 - (E) the application price for the New Shares applied for on behalf of the participating beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A\$30,000; and
 - (F) the information in the Custodian Certificate submitted with your application is true, correct and not misleading;
- (ix) you accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the register of members of EMP;
- (x) you are responsible for any dishonour fees or other costs EMP may incur in presenting a cheque for payment that is dishonoured;
- (xi) you acknowledge that no interest will be paid on any application monies held pending the issue of the New Shares or subsequently returned to you for any reason;
- (xii) you authorise EMP, EMP's Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of EMP's Share Registry upon using the contact details set out in your Application Form;
- (xiii) you acknowledge that the information contained in this SPP Booklet, the SPP Terms and Conditions and your Application Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (xiv) you acknowledge that this SPP Booklet is not a prospectus, has not been and will not be



lodged with ASIC, does not contain all of the information that you may require in order to assess an investment in EMP and is given in the context of EMP's past and ongoing continuous disclosure announcements to ASX;

- (xv) you acknowledge that none of EMP or its respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of EMP, nor do they guarantee the repayment of capital;
- (xvi) you acknowledge that EMP is not liable for any exercise of its discretions referred to in this SPP Booklet;
- (xvii) you represent and warrant that the law of any place does not prohibit you from being given this Booklet and the Application Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the SPP;
- (xviii) you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (xix) you acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws;
- (xx) you acknowledge that the New Shares may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- (xxi) you represent that you have not, and you agree that you will not, send this SPP Booklet or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States; and
- (xxii) you acknowledge and agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in standard brokered transactions on the ASX (the regular way), where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States.



4 Issue price of Shares under the SPP

- (a) The Issue Price is A\$0.011 per New Share.
- (b) You agree to pay the Issue Price per New Share for the number of New Shares calculated under section 2(a) or, if there is a scale-back, the number of New Shares calculated under section 6.
- (d) You acknowledge the risk that the market price of Shares may change (i.e., rise or fall) between the date of this SPP Booklet and the date the New Shares are issued to you under the SPP, which may mean that the Issue Price you pay for the New Shares may exceed or be less than the market price of Shares on the Issue Date.

5 The Shares

New Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

6 Scale-back

- (a) EMP may in its absolute discretion allocate to you less than the number of Shares you have applied for. If there is a scale-back, it is EMP's intention that each applicant will be treated equally and will be scaled-back pro-rata based on the number of New Shares for which they have applied (subject to any minimum dollar allocation determined by EMP at its absolute discretion).
- (b) When determining the amount (if any) by which to scale-back an application, EMP may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date an application was made.
- (c) If there is a scale-back, you may receive less than the parcel of Shares for which you have applied. If a scale-back produces a fractional number of Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.
- (d) In the event of a scale-back the difference between the application monies received, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest by direct deposit (to your nominated account as recorded on the register of EMP), without interest, as soon as practicable following the issue of the New Shares.

7 Shortfall

If there is a shortfall in the subscription for New Shares under the SPP, EMP reserves the right to issue the New Shares that comprise the shortfall to Shareholders at its absolute discretion using its 15% placement capacity under ASX Listing Rule 7.1, to the extent that any such placement of New Shares under the shortfall can be made by EMP having regard to the ASX Listing Rules and the Corporations Act.



8 Costs of Participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, New Shares under the SPP.

9 Timetable

(a) Subject to section 9(b):

Event	Date (and time if relevant)
Record Date To participate in the SPP, shareholders must be registered holders of Shares at the Record Date with a registered address on the register in Australia or New Zealand and must not be holding Shares on behalf of, or are acting for the account or benefit of, persons who reside outside Australia or New Zealand (including persons who are in the United States).	(7.00pm, Sydney time) on Monday, 8 April 2024
SPP Opening Date	(9:00am, Sydney time) on Wednesday, 10 April 2024
SPP Booklet made available, including personalized Application Forms	Wednesday, 10 April 2024
SPP Closing Date If EMP does not receive a payment made by BPAY® before the SPP Closing Date, EMP reserves the right to return any payment and not issue any New Shares to the shareholder.	Wednesday, 24 April 2024
Results of SPP announced The number of New Shares to be issued and, if applicable, any scale-back will be announced to the ASX by this date.	Monday, 29 April 2024
Issue Date of New Shares under the SPP EMP proposes to issue the New Shares on this date.	Monday, 29 April 2024
Quotation and normal trading on ASX of New Shares issued under the SPP	Monday, 29 April 2024
Despatch of SPP holding statements The date on which transaction confirmations are sent to Eligible Shareholders and, if applicable, a direct credit deposit to your nominated account is made, is expected to be no later than this date.	Monday, 29 April 2024

(b) EMP may vary any of the above dates in section 9(a) at its discretion (even if the offer has opened, or BPAY® and EFT (for New Zealand eligible Shareholders only) or Application Forms have been received) by lodging a revised timetable with ASX.

10 New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of EMP with registered addresses in New Zealand to whom the offer of the New Shares is



being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

11 EMP Determination Final

EMP may determine in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of EMP will be conclusive and binding on all participants and other persons to whom the determination relates.

12 Waiver, Amendment, Suspension and Withdrawal

EMP may, at its discretion, waive compliance with any provision of these SPP Terms and Conditions, amend or vary these SPP Terms and Conditions, or suspend or withdraw the offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where EMP does not notify you of the event.

13 No Underwriting

The SPP will not be underwritten.

14 Governing Law

These SPP Terms and Conditions are governed by the laws in force in New South Wales.

15 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. This information must continue to be included in the public register if you cease to be a shareholder. The Privacy Amendment (*Private Sector*) Act 2000 (Cth) does not alter these statutory obligations.
- (b) EMP and EMP's Share Registry, Automic, may collect personal information to process your application and implement the SPP, and to administer your shareholding.
- (c) The personal information contained in the register of members of EMP is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (d) The personal information we collect may include your name, address, other contact details, bank account details and details of your EMP shareholding.



- (e) EMP shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) in the first instance if they wish to request access to that personal information. Reasons will be given if access is denied.
- (f) Your personal information may be disclosed to joint investors, registry, to securities brokers, to third party service providers (including print and mail service providers, technology providers, and professional advisors), to related entities of EMP and each of their agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom we will disclose your personal information may be located overseas.
- (g) The main consequence of not providing the personal information outlined in sections 15(a) to 15(d) above would be that EMP may be hindered in, or prevented from, processing your application, and from conducting and implementing the SPP.
- (h) EMP's Share Registry's privacy policy is available on their website: www.automicgroup.com.au/privacy-policy.

16 Other terms and conditions

Shareholders will be bound by the Constitution of EMP and these SPP Terms and Conditions by accepting the offer to acquire Shares under the SPP.



Glossary

The following definitions apply throughout this SPP Booklet unless the context requires otherwise.

Application Form	The application form relating to the SPP that you received with this SPP Booklet, including the instructions. This may include a deemed application form in the same terms, where a valid BPAY® or EFT (for New Zealand eligible Shareholders only) payment is made
ASIC	Australian Securities & Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the market operated by it, as the context requires
ASX Listing Rules	The listing rules of ASX
Automic	Automic Pty Ltd (ACN 152 260 814)
Closing Date	5.00pm (Sydney Time) on 24 April 2024 (or such other date as EMP determines).
Constitution	The Constitution of EMP
EMP	EMP Energy Limited (ACN 006 024 764)
Corporations Act	Corporations Act 2001 (Cth)
Custodian	A custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547
Custodian Certificate	has the meaning given in clause 1(g) of the SPP Terms and Conditions.
Dollars, A\$ or \$	Australian dollars
Downstream Custodian	Another Custodian on whose behalf a Custodian holds Shares, who holds the beneficial interests in Shares on behalf of one or more persons
Electronic Application	Payment by BPAY® or EFT (for New Zealand eligible Shareholders only) equivalent to the dollar amount of the parcel of New Shares you wish to apply for (including providing the unique Reference Number provided to you for purposes of the SPP only)
Eligible Shareholder	All persons registered as holders of fully paid ordinary Shares in EMP, at 7.00pm (Sydney time) on 8 April 2024, whose registered address in the register of EMP is in Australia or New Zealand, provided that such persons are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person)
Issue Date	29 April 2024
Issue Price	A\$0.011 per New Share
New Shares	means a new Share issued under the SPP
Opening Date	10 April 2024
Placement	The fully-underwritten placement of Shares to institutional investors.
Record Date	7.00pm (Sydney Time) on 8 April 2024



Share Registry	Automic Pty Ltd (ACN 152 260 814)
Share or Shares	A fully paid ordinary share in EMP
Shareholder(s)	Holder(s) of Shares
Share Purchase Plan or SPP	This Share Purchase Plan being offered to Eligible Shareholders under this SPP Booklet
SPP Booklet	This booklet
SPP Terms and Conditions	The terms and conditions of the SPP set out in this SPP Booklet, including this Glossary and the Application Form contained in this SPP Booklet
US Securities Act	The United States Securities Act of 1933, as amended

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www.emperorenergy.com.au

Legal Adviser

Thomson Geer

Perth WA 6000 Australia

Share Registry

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Sydney, NSW 2001 Australia

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Telephone (outside Australia): +61 2 9698 5414

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