

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

3 May 2024

Dear Shareholder

White Energy Company Limited Pro Rata Renounceable Entitlement Offer – Notice to Ineligible Shareholders

On 3 May 2024, White Energy Company Limited (**Company** or **WEC**) announced a pro rata renounceable entitlement offer on the basis of one new fully paid ordinary share in the Company (**Offer Share**) for every one existing ordinary share in the Company (**Share**) held as at 7:00 p.m. (AEST) on Wednesday, 8 May 2024 (**Record Date**) at an issue price of \$0.04 per Offer Share (**Issue Price**) to raise up to \$4,529,413 before costs (**Entitlement Offer**). The Entitlement Offer is not underwritten.

The Company intends to use the proceeds of the Entitlement Offer as follows:

- to fund more advanced stages of mineral exploration as follows:
 - (a) in the Specimen Hill Project in Queensland (the subject of the farm-in agreement notified to the market by ASX release dated 7 February 2024), including flying helicopter magnetic surveys over the most highly prospective areas together with further ionic sampling for the purposes of identifying and confirming likely drill targets and for a drilling campaign;
 - (b) in the Robin Rise project, Coronation prospect area in South Australia, for the purposes of seeking land access for more advanced exploration over the most prospective area of the tenement; and
 - (c) in the Tindal project in Northern Territory, including further infill ionic geochemistry samples and a magnetotelluric survey for the purposes of defining compelling drill targets for each area of interest;
- for general corporate purposes, and additional working capital;
- to pay the costs of the Entitlement Offer; and
- where the abovementioned uses are needed to be paid or part paid prior to finalisation of the Entitlement Offer, these will be paid through unsecured loans, therefore a use of funds could be to repay or offset any unsecured loans made to the Company by the associated entity of a Director (being Mr Brian Flannery)¹.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for Offer Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or Offer Shares

¹ The Company may enter into an additional unsecured loan with an associated entity of a Director, if required, similar to the facility disclosed to the ASX on 9 June 2023. If it does enter into such an arrangement, the facility will be disclosed to the ASX. As at the date of this Offer Booklet, the Company has not entered into, nor drawn down any funds under, such an additional loan facility. Further details are set out in Section 2.3 of the Offer Booklet.



to you, nor an invitation for you to apply for entitlements or Offer Shares. You are not required to do anything in response to this letter.

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the *Corporations Act 2001 (Cth)* (**Corporations Act**) (as notionally modified by *Corporations (Non-Traditional Rights Issues) Instrument 2016/84*).

An offer document in relation to the Entitlement Offer will be despatched to Eligible Shareholders on Friday, 10 May 2024. Further information in relation to the Entitlement Offer has been disclosed on the Australian Securities Exchange (**ASX**).

Eligibility criteria

The Entitlement Offer is an offer to eligible shareholders only. Eligible Shareholders are WEC shareholders as at the Record Date who have a registered address in Australia and New Zealand, or who are shareholders that WEC has otherwise determined are eligible to participate in the Entitlement Offer.

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for one Offer Share at the Issue Price for every Share held at the Record Date (**Entitlement**).

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

The Entitlement Offer is not being extended to Ineligible Shareholders because of the small number of those Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable laws and regulations in jurisdictions outside Australia and New Zealand. WEC has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3) of the Corporations Act, that it would be unreasonable to make or extend offers to shareholders in certain countries under the Entitlement Offer.

According to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder as stated above and accordingly, the Company wishes to advise that in accordance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Entitlement Offer will not be extended to you and you will not be able to subscribe for Offer Shares under the Entitlement Offer. You will not be sent the offer document relating to the Entitlement Offer.

Nominee

WEC has obtained approval from ASIC to appoint Berne No. 132 Nominees Pty Ltd (ACN 010 413 591) (**Nominee**) to act as nominee for the purposes of section 615 of the Corporations Act and ASX Listing Rule 7.7.1 to sell Entitlements which would otherwise have been available to Ineligible Shareholders had they been eligible to participate in the Entitlement Offer.

The nominee sale procedure will be implemented in accordance with section 615 of the Corporations Act as follows:

- (a) the Company will issue to the Nominee the Entitlements that Ineligible Shareholders would be entitled to if they were eligible to participate in the Entitlement Offer (**Nominee Rights**);
- (b) the Nominee will then sell the Nominee Rights at a price and otherwise in a manner determined by the Nominee in its absolute and sole discretion; and



- (c) the net proceeds of the sale of the Nominee Rights (after deducting the costs of sale including brokerage and commission), if any, will be distributed to the Ineligible Shareholders for whose benefit the Entitlements are sold in proportion to their shareholdings as at the Record Date.

If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Accordingly, there is a possibility that Ineligible Shareholders may receive no net proceeds if the costs of the sale of the Nominee Rights are greater than the sale proceeds. The Company and the Nominee will not be held liable for a failure to obtain any net proceeds, or for the sale of any Nominee Rights at any particular price or the timing of such sale.

You are not required to do anything in response to this letter.

For further information, please contact David Franks, Company Secretary, on +61 2 8072 1400, or contact your stockbroker, accountant or other professional adviser.

On behalf of the WEC Board and management, thank you for your continued support.

Yours sincerely,

David Franks
Company Secretary
White Energy Company Limited