



26 August 2024

Dear Shareholders,

Notice is hereby given that Tlou Energy Limited (AIM;ASX;BSE) (**Tlou** or **the Company**) will be holding a physical General Meeting of shareholders (GM) the details of which are:

Time and date: 10:00 am (AEST) on 26 September 2024

Location: HWL Ebsworth Lawyers,
Level 19, 480 Queen Street, Brisbane QLD 4000

Meeting Materials

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link:

www.tlouenergy.com

Unless you intend to physically attend the meeting the Company strongly encourages Shareholders who wish to vote on the business of the meeting to do so by lodging a Proxy vote prior to the date of meeting. Proxy Votes must be received by no later than **10.00 am (AEST) on Tuesday, 24 September 2024**, being not later than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

Voting by Proxy

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's Registry using any of the following methods:

Online: Click on the following link and follow the instructions: www.linkmarketservices.com.au

By mail: Tlou Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By email: solomon.rowland@tlouenergy.com

If you have any problems accessing the proxy voting screen(s) please contact Link Market Services Limited on 1300 554 474 or email registrars@linkmarketservices.com.au

The Meeting Materials should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. The meeting will consider only the business detailed in the Agenda.

If you are unable to access the Meeting Materials online, please contact the Company Secretary on +61 7 3012 9793 or solomon.rowland@tlouenergy.com between 9:00am and 5:00pm (AEST) Monday to Friday, to arrange a copy.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Solomon', is positioned above the printed name.

Solomon Rowland
Company Secretary
Tlou Energy Limited

Notice of General Meeting and Explanatory Memorandum

Tlou Energy Limited ACN 136 739 967

Date of Meeting: Thursday, 26 September 2024

Time of Meeting: 10.00am (AEST)

Place of Meeting: HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000

Notice is given that a General Meeting of Shareholders of Tlou Energy Limited ACN 136 739 967 will be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 at 10.00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement.

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 24 September 2024.

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Notice is hereby given that a General Meeting of Shareholders of **Tlou Energy Limited ACN 136 739 967 (Tlou or Company)** will be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on 26 September 2024, commencing at 10.00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary in the accompanying Explanatory Memorandum.

Agenda

Resolution 1: Ratification of previous issue of Shares

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue on or about 30 August 2024 of 16,198,413 Shares issued under the Company's Listing Rule 7.1 issue capacity, on the terms and conditions set out in the Explanatory Statement.”

Resolution 2: Approval to issue Shares to a Related Party - Colm Cloonan

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,752,655 Shares at an issue price of \$0.035 per Share to Colm Cloonan (or his nominees), on the terms and conditions set out in the Explanatory Statement.”

Resolution 3: Approval to issue Shares to a Related Party - Hugh Swire

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Shares at an issue price of \$0.035 per Share to Hugh Swire (or his nominees), on the terms and conditions set out in the Explanatory Statement.”

Resolution 4: Approval to issue Shares to a Related Party Controlled by Anthony Gilby

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 9,000,000 Shares at an issue price of \$0.035 per Share to Gilby Super Pty Ltd ATF The Gilby Super Fund, on the terms and conditions set out in the Explanatory Statement.”

VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by any person who participated in the issue or is a counterparty to the agreement being approved, or their Associates. However, this does not apply to a vote cast in favour of a Resolution by:

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

Resolutions 2, 3 and 4

The Company will disregard any votes cast in favour of Resolutions 2, 3 and 4 by or on behalf of

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of that person or those persons.

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

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

IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

All Resolutions will be by Poll

In accordance with clauses 13.16 and 13.17 of the Company's Constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

By order of the Board



Solomon Rowland
Company Secretary
26 August 2024

Explanatory Memorandum

The following information is provided to Shareholders of Tlou Energy Limited ACN 136 739 967 (**Tlou** or the **Company**) in connection with the business to be considered at the General Meeting of Shareholders to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000, on 26 September 2024, commencing at 10.00am (AEST).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in the Glossary section.

Resolution 1 - Ratification of Previous Issue

1.1 Background

The Company announced on 23 August 2024 that it has undertaken a placement (**Placement**) to sophisticated investors and that Directors have committed to participating subject to Shareholder approval.

Pursuant to the Placement, the Company placed 16,198,413 Shares at \$0.035 to sophisticated investors identified by the Directors from their own networks, to raise \$566,944.46. The Shares are expected to be issued on 30 August 2024.

1.2 ASX Listing Rules

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

The issue the subject of Resolution 1 (**Issue**) does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1. Therefore, the Issue reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 1 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

1.3 Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 1:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Placement was made to sophisticated investors identified by the Directors from their own investor networks as persons who may be interested in investing in the Company. None of the investors are related parties, Key Management Personnel, substantial holders of, or advisors to, the Company, or associates of such persons and are being issued 1% or more of the Company current issued capital.
The number and class of securities the entity issued or agreed to issue and their material terms of Issue	16,198,413 Shares
The date or dates on which the securities were or will be issued	30 August 2024
The price or other consideration the entity has received or will receive for the Issue	\$0.035 per Share
The purpose of the Issue, including the use or intended use of any funds raised by the Issue	Funds raised from the Placement will be used for development of the Company's Lesedi project in Botswana.
Material terms of any agreement pursuant to which the Shares are being issued	N/A
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

1.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 1. The Board recommends that Shareholders vote in favour of Resolution 1, as this will enable the Company to have flexibility in respect of future capital raising activities.

2. Resolutions 2, 3 and 4 - Approval of the issue of Shares to Related Parties

2.1 Background

When the Company announced the Placement described in Section 1.1, it noted that its Directors, Colm Cloonan, Tony Gilby and High Swire had committed to participate in the Placement for 12,252,655 Shares to raise an additional \$428,842.93, subject to Shareholder approval.

The Company now seeks the approval from Shareholders required to permit those Directors to participate in the Placement (**Issue**) on the same terms as the non-related investors the subject of Resolution 1.

2.2 ASX Listing Rules

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

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

unless it obtains the approval of its shareholders.

The Issue (as it relates to each of Resolutions 2 to 4 in turn) falls within Listing Rule 10.11.1 in each case and none fall within any of the exceptions in Listing Rule 10.12. Each of Resolutions 2 to 4 therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 2 to 4 each seek the required Shareholder approval to the Issue to the Director the subject of each such Resolution under and for the purposes of Listing Rule 10.11.

In relation to each of Resolutions 2 to 4, if each Resolution is passed, the Company will be able to proceed with the relevant portion of the Issue and allocate the stipulated number of Shares to the relevant Directors as stated above, and the Issue will not be included in calculating the Company's capacity to issue Equity Securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.

If any of Resolutions 2 to 4 is not passed, the Company will not be able to proceed with the relevant portion of the Issue to which that Resolution relates and will have to consider other means of raising working capital.

2.3 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

Name of person to whom securities will be issued	Resolution 2 - Colm Cloonan (or his nominees); Resolution 3 - Hugh Swire (or his nominees); and Resolution 4 - Gilby Super Pty Ltd ATF The Gilby Super Fund
Which category in Listing Rules 10.11.1–10.11.5 the person falls within and why	Each of the above persons falls under Listing Rule 10.11.1, as each is a related party by virtue of being a Director.
Number and class of securities to be issued	Resolution 2 - 1,752,655 Shares; Resolution 3 - 1,500,000 Shares; and Resolution 4 - 9,000,000 Shares

Summary of the material terms of the securities	Shares ranking equally with all other Shares on issue.
Date of issue	The Shares will be issued within 1 month of the Meeting, if approved by Shareholders.
Issue Price	\$0.035 per Share
Purpose of the issue	The Issue has been undertaken to raise capital to be applied towards development of the Company's Lesedi project in Botswana.
Material terms of any agreement pursuant to which the Shares are being issued	N/A
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

If the Issues to the Directors are approved, their holdings in the Company's Equity Securities will be as set out below:

Director	Number of Shares subscribed	Resulting holding	Resulting % voting power
Anthony Gilby	9,000,000	75,000,000	5.78
Hugh Swire	1,500,000	14,994,492	1.15
Colm Cloonan	1,752,655	8,000,000	0.62

2.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act and includes directors of a company. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The Issue the subject to Resolutions 2-4 will result in the issue of Shares, which constitutes giving a financial benefit, and each participating Director is a related party of the Company by virtue of being a Director.

The Directors (excluding Messrs Cloonan, Swire and Gilby) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 2 to 4, because the Shares will be issued to the relevant Directors at the same price and on the same terms as the Shares that were issued to non-related party participants in the Placement and as such, the giving of the financial benefit is on arm's length terms.

As a financial benefit given on arm's length terms is one of the exceptions contemplated in paragraph (a) above, the approval of Shareholders contemplated in the explanation above is not required.

2.5 **Directors' Recommendation**

The Directors (excluding Messrs Cloonan, Swire and Gilby) recommend that Shareholders vote in favour of Resolutions 2, 3 and 4, as the Company wishes to raise the additional working capital represented by those Resolutions.

Notes

Chair voting intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions, subject to compliance with the Corporations Act.

Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered Shareholders at 7.00 pm (AEST) on 24 September 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxy, representative and voting entitlement instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **lodged by** any of the following methods:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL

Tlou Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

Fax it to Link Market Services Limited on fax number (02) 9287 0309;

BY HAND

Deliver it to Link Market Services Limited during business hours (Monday to Friday, 9:00am-5:00pm):
Level 12
680 George Street

Sydney NSW 2000

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Link Market Services no later than 10.00am (AEST) on 24 September 2024, being 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this notice.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, any one of the security holders may sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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) 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 indicate the office held by signing in the appropriate place.

Glossary

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

Associate has the meaning given in the Corporations Act.

ASX means the ASX Limited.

Board means the board of directors of the Company from time to time.

Chair means the chairperson of the Meeting.

Company means Tlou Energy Limited ACN 136 739 967.

Constitution means the constitution of the Company from time to time.

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

Director means a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum or Explanatory Statement means the explanatory memorandum accompanying this Notice.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting or **General Meeting** means the general meeting to be held on 26 September 2024 at 10.00am (AEST) as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Resolutions means the resolutions set out in the Notice of Meeting.

Security has the meaning given in the Listing Rules.

Security Holder means a holder of a Security of the Company.

Shares means fully paid ordinary shares in the Company from time to time.

Shareholder means a shareholder of the Company.



TLOU ENERGY

ABN 79 136 739 967

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Tlou Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Tlou Energy Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (Brisbane time) on Thursday, 26 September 2024 at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Ratification of previous issue of Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Approval to Issue Shares to a Related Party - Colm Cloonan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 3 Approval to Issue Shares to a Related Party - Hugh Swire

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 4 Approval to Issue Shares to a Related Party Controlled by Tony Gilby

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

TOU PRX2402A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Tuesday, 24 September 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Tlou Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**