

**This document is important and requires your immediate attention.**

## **Mighty Kingdom Ltd**

**ACN 627 145 260**

### **Notice of Annual General Meeting and Explanatory Statement**

The Annual General Meeting of Mighty Kingdom Ltd will be held at HLB Mann Judd, 169 Fullarton Road, Dulwich SA 5065 at 10:00am (Adelaide time) on 27 November 2024.

## Contents

- A. Notice of Annual 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 Annual General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Annual 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 Annual General Meeting and Proxy Form are included in/with this booklet. Shareholders are urged to complete the online proxy at [www.investorvote.com.au](http://www.investorvote.com.au) or return the enclosed Proxy Form as soon as possible, irrespective of whether or not they intend to attend the Annual General Meeting.

### Questions

If you have any queries regarding the contents of this booklet or in relation to the Annual General Meeting, please contact the Company Secretary, Ms Katelyn Adams, on (08) 8133 5000. Questions may also be submitted by emailing [investorrelations@mightykingdom.com](mailto:investorrelations@mightykingdom.com) or by submitting an online question when lodging your proxy vote online at [www.investorvote.com.au](http://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 10:00am (Adelaide time) on Monday 25 November 2024. Any Proxy Form received after that time will not be valid for the Annual General Meeting as scheduled.

**Online** At [www.investorvote.com.au](http://www.investorvote.com.au)

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

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

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

# Mighty Kingdom Limited

ACN 627 145 260

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Mighty Kingdom Ltd will be held at 10:00am (Adelaide time) on Wednesday 27 November 2024.

### Agenda

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

### Ordinary Business

#### Financial Statements and Reports

To receive and consider the annual financial report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2024.

#### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Resolution as a non-binding resolution:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2024 be adopted.”*

Please note that pursuant to Section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting prohibition statement applies to this Resolution. Please see below.

#### Resolution 2 – Re-Election of Director – David Butorac – Non-Executive Director

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

*“That, for the purpose of ASX Listing Rule 14.5 and article 3.7(a) of the Constitution and for all other purposes, David Butorac, who retires by rotation in accordance with article 3.7(a) of the Constitution, and being eligible and offers himself for re-election, be re-elected as a Director.”*

#### Resolution 3 – Re-Election of Director – Mr Ian Hogg – Non-Executive Director

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

*“That, for the purpose of ASX Listing Rule 14.5 and article 3.7(a) of the Constitution and for all other purposes, Ian Hogg, who retires by rotation in accordance with article 3.7(a) of the Constitution, and being eligible and offers himself for re-election, be re-elected as a Director.”*

#### Resolution 4 – Election of Director – Mark Aubrey – Non-Executive Director

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

*“That, for the purposes of article 3.6(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mark Aubrey, who was appointed as a Director by the Board since the last annual general meeting, retires, and being eligible offers himself for election as a Director, be elected as a Director.”*

**Resolution 5 – Election of Director – Chris Whiteman – Non-Executive Director**

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

*“That, for the purposes of article 3.6(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Chris Whiteman, who was appointed as a Director by the Board since the last annual general meeting, retires, and being eligible offers himself for election as a Director, be elected as a Director.”*

**Resolution 6 – Approval to issue equity securities under Listing Rule 7.1A**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

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

**Resolution 7 – Spill Resolution – Conditional Resolution**

**Conditional Item:** This resolution will be considered at the meeting subject to, and conditional on, at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report. The Explanatory Statement accompanying this Notice further explains the circumstances in which this resolution will be put to the meeting.

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

*“That, for the purposes of section 240V(1) of the Corporations Act and for all other purposes, approval is given for:*

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and*
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”*

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

**By order of the Board**

Katelyn Adams  
Company Secretary  
Dated: 28 October 2024

## Voting Prohibition Statements

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) on the Resolutions set out below by or on behalf of the following persons:

<b><u>Resolution 1 – Adoption of Remuneration Report</u></b>	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:
<b><u>Resolution 7 - Conditional Spill Resolution</u></b>	(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b><u>Resolution 6 – Approval to issue equity securities under Listing Rule 7.1A</u></b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
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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.

The Company notes that as no issue is currently proposed, no votes will be disregarded under the above voting exclusion statement.

# 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 Annual General Meeting of the Company to be held at 10:00am (Adelaide time) on Wednesday 27 November 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 Annual 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 Annual 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 10:00am (Adelaide time) on Monday 25 November 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](http://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 Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7:00pm (Adelaide time) on Monday 25 November 2024. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

## 2. Financial Statements and Reports

In accordance with the Corporations Act and the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the year ended 30 June 2024, together with the related Directors' report (**Directors' Report**), Directors' declaration and Auditors' report. This resolution of business is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally. No resolution need be put to the meeting in relation to these items.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than 5:00pm (Adelaide time) on Wednesday 20 November 2024.

All questions must be sent to the Company and may not be sent to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

### **3. Resolution 1 – Adoption of Remuneration Report**

#### **3.1 General**

Section 250R(2) of the Corporations Act requires a listed company to put to its shareholders (at its annual general meeting) a resolution that the remuneration report be adopted. Such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2024 and can be found on the Company's website <https://www.mightykingdom.com/investors/>.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. Notwithstanding the advisory effect of Resolution 1, the Board will consider the outcome of the vote made by the Shareholders with regard to the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies.

#### **3.2 Board Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.

### **4. Resolution 2 – Re-election of Director – Mr David Butorac**

ASX Listing Rule 14.5 and article 50 of the Constitution require that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each Annual General Meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year.

The Constitution ensures that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer themselves for re-election as a Director at the annual general meeting which coincides with their retirement.

The Managing Director is exempted by his office as managing director from the requirement to retire by rotation.

David Butorac was re-elected as a Non-Executive Director of Mighty Kingdom on 28 November 2022.

Mr Butorac is a Harvard Business School alumnus, with 35+ years of executive experience spanning some of the world's most successful broadcasting & digital media companies. Mr Butorac has held executive positions at OSN, WIN Corp, Star TV & Astro and spent 14 years in senior managerial roles at the News Corporation's BSkyB and Foxtel. During his tenure at OSN, the company navigated to profitability and became the highest revenue broadcasting business in the MENA region. He is proficient in business & fiscal management, leadership, operations, turnarounds, start-ups, business development & strategic planning. Mr Butorac was appointed to the role of Chair on 6 December 2023.

If re-elected the Board considers David Butorac will be an Independent Non-Executive Director.

The Directors (with Mr Butorac abstaining) unanimously support the re-election of Mr Butorac and recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.



## **5. Resolution 3 – Re-election of Director – Mr Ian Hogg**

ASX Listing Rule 14.5 and article 50 of the Constitution require that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each Annual General Meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year.

The Constitution ensures that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer themselves for re-election as a Director at the annual general meeting which coincides with their retirement.

The Managing Director is exempted by his office as managing director from the requirement to retire by rotation.

Ian Hogg was re-elected as a Non-Executive Director of Mighty Kingdom on 28 November 2022.

Mr Hogg has 25+ years of executive experience in the media & entertainment industries. A Columbia University alumnus, he spent 9 years as CEO of Fremantle with full P&L responsibility for Asia Pacific group operation, as well as sitting on the Global Operating Board. Mr HOGg has previously held senior leadership positions at MGM UA, Network TEN, Mediaworks NZ and as CEO of the Singapore based World Sport Group. Mr Hogg's passion for storytelling and managing Intellectual property workflows will add immediate strength to MK's business pipelines.

If re-elected the Board considers Ian Hogg will be an Independent Non-Executive Director.

The Directors (with Mr Hogg abstaining) unanimously support the re-election of Mr Hogg and recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 3.

## **6. Resolution 4 – Election of Director – Mark Aubrey**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

The other Directors appointed Mark Aubrey on 15 March 2024, and in accordance with the Constitution Mr Aubrey will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Aubrey is a recognised leader in the gaming industry. Notably, Mr Aubrey was the managing director of Activision Blizzard King (ABK) APAC, a senior executive at Warner Bros and a board member of the Interactive Games and Entertainment Association ("IGEA").

Additionally, Mr Aubrey has extensive Board and Advisory experience, recently performing executive advisory with the Savvy Games Group among others. He currently serves as CEO and Board Member of Sydney Football Club.

If re-elected the Board considers Mr Aubrey will be an Independent Non-Executive Director.

Mr Aubrey has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

The Directors (with Mr Aubrey abstaining) unanimously support the re-election of Mr Aubrey and recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

## **7. Resolution 5 – Election of Director – Chris Whiteman**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

The other Directors appointed Chris Whiteman on 15 March 2024, and in accordance with the Constitution Mr Whiteman will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Whiteman is a Corporate and Commercial Advisor with over 25 years of ASX and private company experience across multiple industries. Mr Whiteman has been on the Board of Animoca Brands since 2018, and is also a Director of iCandy Interactive, one of the largest game studios in SE Asia & Australia (a shareholder of the Company), and OliveX Holdings Limited, a pioneer in the move-to-earn mobile gaming experience. Mr Whiteman has significant public company experience through differing perspectives of both listed and unlisted public company directorships, as well as sell side equity capital markets activities. Mr Whiteman is a Fellow member of the Governance Institute of Australia.

If re-elected the Board considers Mr Whiteman will be an Independent Non-Executive Director.

Mr Whiteman has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

The Directors (with Mr Whiteman abstaining) unanimously support the re-election of Mr Whiteman and recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote undirected proxies in favour of Resolution 5.

## **8. Resolution 6 – Approval to issue equity securities under Listing Rule 7.1A**

### **8.1 General**

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a Special Resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$10,580,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 October 2024).

Resolution 6 seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## 8.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 6:

Technical information required	Approval of 7.1A Mandate
<b>Period for which the 7.1A Mandate approval is valid</b>	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
<b>Minimum Price</b>	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in Section 10.3(a), the date on which the Equity Securities are issued.
<b>Use of funds raised under 7.1A Mandate</b>	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate (which must be issued for cash consideration) to fund the Company's ongoing business operations and working capital.
<b>Risk of Economic and Voting Dilution</b>	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

	<p>If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below in paragraph 7.3 titled '<b>Voting Dilution Impact Table</b>' shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 16 October 2024.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>
<b>Allocation policy under the 7.1A Mandate</b>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ol style="list-style-type: none"> <li>1. the purpose of the issue;</li> <li>2. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>3. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>4. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>5. prevailing market conditions; and</li> <li>6. advice from corporate, financial and broking advisers (if applicable).</li> </ol>
<b>Previous approval under Listing Rule 7.1A</b>	<p>The Company did not obtain approval from its Shareholders pursuant to Listing Rule 7.1A at its last annual general meeting on 29 November 2023 and has therefore issued no shares under the Listing Rule 7.1A mandate in the preceding 12 months.</p>
<b>Voting exclusion statement</b>	<p>A Voting Exclusion Statement has been provided for this Resolution 6 in the Agenda Section in this Notice. However as there is no presently proposed issue under this Resolution 6, no votes will be disregarded for the purposes of the Voting Exclusion Statement.</p>

### 8.3 Voting Dilution Impact Table

This table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 16 October 2024:

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.0245	\$0.049	\$0.098
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	216,063,408	21,606,341	\$529,355	\$1,058,711	\$2,117,421
50% increase	324,095,112	32,409,511	\$794,033	\$1,588,066	\$3,176,132
100% increase	432,126,816	43,212,682	\$1,058,711	\$2,117,421	\$4,234,843

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 216,063,408 Shares on issue as at 16 October 2024.
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 October 2024 (being, \$0.049).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that

those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that the risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under Listing Rule 7.1A.2, includes the risk that:

1. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
2. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

#### **8.4 Board Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 6 as it provides the Company with flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months. The Chair intends to vote undirected proxies in favour of Resolution 6.

## 9. Resolution 7 – Spill Resolution – Conditional Resolution

**Conditional Item: Resolution 7 (known as a ‘Spill Resolution’) will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report. If fewer than 25% of the votes are cast against its adoption, then there will be no “second strike” and Resolution 7 will not be put to the Annual General Meeting.**

### 9.1 General

Although the effect of Resolution 1 is advisory only, section 250V of the Corporations Act includes a “two strike” rule in relation to remuneration reports where companies are required to put a resolution to shareholders to hold fresh elections for directors if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution (such as Resolution 1) to adopt the remuneration report are cast against that resolution. If required, a spill resolution (described below) must be put to vote at the second of those annual general meetings.

At the Company’s 2023 annual general meeting, more than 25% of the votes cast on the resolution to adopt the 2023 remuneration report were against adopting the report and the Company received the ‘first strike’.

Resolution 7 is a conditional resolution and will only be put to the Annual General Meeting if at least 25% of the votes validly cast on Resolution 1 are cast against the adoption of the Remuneration Report and the Company receives a ‘second strike’.

If more than 50% of votes cast are in favour of this Resolution 7, the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the Annual General Meeting. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If the Spill Meeting is held, the following Directors will automatically vacate office immediately before the end of the Spill Meeting unless they stand for re-election and are re-elected at the Spill Meeting:

- David Butorac
- Ian Hogg
- Mark Aubrey
- Chris Whiteman

*Even if the Directors are re-elected at the Annual General Meeting, they will still need to stand for re-election at the Spill Meeting.*

The Directors listed above are those who held office on 27 September 2024 when the 2024 Directors’ Report was approved. Only Non-Executive Directors are required to stand for re-election at the Spill Meeting and therefore, Mr David Yin as Managing Director is not required to stand for re-election at the Spill Meeting.

In deciding how to vote on any Spill Meeting resolution put to the Annual General Meeting, the Board recommends that Shareholders consider the following factors:

- the substantial additional expense which holding a Spill Meeting would cause;
- the Board’s view that it currently has the right mix of skills and experience; and
- the disruption to the Company which would be caused by changes to the Board composition.

If the Company does not receive a “second strike” or the Spill Resolution fails, then the Company has a “clean slate” and will enter the 2025 Annual General Meeting with no “strikes”.

### 9.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to this Resolution.

### **9.3 Board recommendations**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, if this Resolution 7 is put to the meeting, the Board unanimously recommends that Shareholders vote against Resolution 7 on the basis that Spill Meeting would be disruptive, costly and, in the Board's view, it would be inappropriate to seek to remove all of the Non-Executive Directors in the circumstances.



# GLOSSARY

## DEFINITIONS

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

\$ means Australian Dollars.

**Annual General Meeting** means a duly convened annual general meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed at 10:00am Adelaide time on Wednesday 27 November 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 Katelyn Adams.

**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.

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

**Listing Rules** means the listing rules of ASX.

**Managing Director** means the managing director of the Company, Mr David Yin.

**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 Annual General Meeting.

**Options** mean options exercisable for Shares.

**Plan** means the Company's Employee Incentives Plan.

**Remuneration Report** means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2024.

**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.

**Special Resolution** means a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

MKL

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (ACDT) on Monday, 25 November 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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

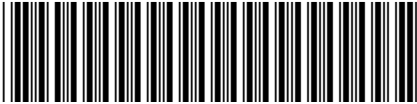


**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **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.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

**Step 1**

**Appoint a Proxy to Vote on Your Behalf**

**XX**

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 Annual General Meeting of Mighty Kingdom Limited to be held at HLB Mann Judd, 169 Fullarton Road, Dulwich, SA 5065 on Wednesday, 27 November 2024 at 10:00am (ACDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7 by marking the appropriate box in step 2.

**Step 2**

**Items of Business**

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

The Chairman of the Meeting intends to vote all available proxies **FAVOUR** the following Items of business

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director – David Butorac – Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-Election of Director – Ian Hogg – Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director – Mark Aubrey – Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Director – Chris Whiteman – Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to issue equity securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies **AGAINST** the following Item of business

Resolution 7 Spill Resolution – Conditional Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of item 6 where the Chairman of the Meeting intends to vote against. 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

