



ABN 39 627 145 260

15 April 2025

Any questions concerning the Offer should be directed to the Company.



Email:
investorrelations@mightykingdom.com

MKL
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

I 9999999992 COY

Dear Shareholder,

Mighty Kingdom Limited (ASX: MKL)

PLACEMENT AND ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

On 8 April 2025, Mighty Kingdom Limited (MKL) announced an institutional placement (**Placement**) and accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new ordinary shares in (**Shares**), to raise approximately \$1.35 million (if fully subscribed).

This letter is to inform you of the Entitlement Offer, and to explain why you will not be able to subscribe for Shares under it. This letter is not an offer to issue Shares to you, nor an invitation for you to apply for Shares. You are not required to do anything in response to this letter, but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.

The Entitlement Offer and use of proceeds

The Entitlement Offer comprises an offer to eligible institutional shareholders (**Institutional Entitlements Offer**) and an offer to eligible retail shareholders (**Eligible Retail Shareholders**) (**Retail Entitlements Offer**) to participate at the same offer price of \$0.005 per Share and offer ratio of one (1) Share for every one (1) existing Share held at 7.00pm (ACST) on 10 April 2025 (**Record Date**).

Eligibility criteria

Eligible Retail Shareholders are those persons who:

- were a registered holder of Shares as at 7:00pm (ACST) on the Record Date;
- have a registered address on the MKL Shareholder register in Australia;
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlements Offer

Shareholders who are not Eligible Retail Shareholders and who did not participate in the Institutional Entitlements Offer are **Ineligible Shareholders**.

Notwithstanding the above, MKL and the Lead Managers may agree to extend the Retail Entitlements Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlements Offer, subject to compliance with applicable laws.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia, (**Eligible Jurisdiction**), having regard to the number of Shareholders in those places, the number and value of the Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, MKL wishes to advise you that it will not be extending the Retail Entitlements Offer to you and you will not be able to subscribe for Shares under the Retail Entitlements Offer. You will not be sent the documents relating to the Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of MKL and the Lead Managers. MKL and the Lead Managers and each of their respective affiliates and related bodies corporate (as defined in the *Corporations Act 2001 (Cth)*) and each of their respective directors, officers, partners, employees, advisers and agents disclaim any duty or liability (including, without limitation, any liability arising from fault or negligence) in respect of any determination as to eligibility and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

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

On behalf of the Board of MKL, I thank you for your continued support.

Yours faithfully
Mighty Kingdom Limited

Katelyn Adams
Company Secretary



Important information

This letter is not an offer or an invitation to acquire MKL shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account of benefit of, any 'U.S. Person' (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**Securities Act**) (**U.S. Person**)). MKL shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US Person without being so registered or pursuant to an exemption from registration.

This letter is not financial advice or a recommendation to acquire MKL shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and for taxation advice as they deem necessary or appropriate to their jurisdiction.