

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

## **Mighty Kingdom Ltd**

**ACN 627 145 260**

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

The Extraordinary 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 Friday 20 June 2025.

## Contents

- A. Notice of Extraordinary 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 Extraordinary General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.

### Questions

If you have any queries regarding the contents of this booklet or in relation to the Extraordinary General Meeting, please contact the Company Secretary, Ms Katelyn Adams, on (08) 8232 8800. 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).

### Technical difficulties

Technical difficulties may arise during the course of the EGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10:00am (Adelaide time) Wednesday 18 June 2025.

## 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) Wednesday 18 June 2025. Any Proxy Form received after that time will not be valid for the Extraordinary 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 Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Mighty Kingdom Ltd will be held at 10:00am (Adelaide time) Friday 20 June 2025.

### Agenda

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

### Ordinary Business

#### **Resolution 1 – Ratification of prior issue of Shares in the 2025 Placement – Listing Rule 7.4**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 54,014,883 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

#### **Resolution 2 – Approval to issue Options to Cerberus Advisory, Financial Advisor – Listing Rule 10.11**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution 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 60,000,000 Options to Cerberus Advisory or its nominees on the terms and conditions set out in the Explanatory Statement.”*

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

#### **Resolution 3 – Approval to issue Options to the Joint Lead Managers – Listing Rule 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 190,000,000 Options to the Joint Lead Managers of the 2025 Placement or their nominees on the terms and conditions set out in the Explanatory Statement.”*

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

#### **Resolution 4 – Approval to issue Shares in the Additional Placement – Listing Rule 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares equal to \$2,000,000 based on an issue price of not less than 80% of the*

*volume weighted average market price of Shares calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue was made and a minimum issue price of \$0.005 per Share on the terms and conditions set out in the Explanatory Statement.”*

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

**Resolution 5 – Approval to Change Company Name**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

*“That, approval is given for the Company to change name from Mighty Kingdom Limited to Fortifai Limited on the terms and conditions set out in the Explanatory Statement.”*

**Resolution 6 – Consolidation of Capital**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That, pursuant to Section 254H(1) of the Corporations Act, Listing Rule 7.20 and for all other purposes, Shareholders approve the consolidation of the issued share capital of the Company on the basis that every five (5) fully paid ordinary Shares be consolidated into one (1) fully paid ordinary Share (rounded up to the next whole number of shares), and that any outstanding Options on issue be adjusted in accordance with Listing Rules 7.21 and 7.22 as applicable, with such consolidation taking effect within 21 days after this Resolution is passed or such other date as the Board may determine.”*

**By order of the Board**

Katelyn Adams  
Company Secretary  
Dated: 21 May 2025

## Voting Prohibition Statements

In accordance with Section 250BD of the Corporations Act, the Company will disregard any votes cast on the Resolution set out below by or on behalf of the following persons:

<b>Resolution 2 - Approval to issue Options to Cerberus Advisory, Financial Advisor – Listing Rule 10.11</b>	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: <ul style="list-style-type: none"> <li>(a) the proxy is either:             <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul>
	However, the above prohibition does not apply if: <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>

## Voting Exclusion Statements

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

<b>Resolution 1 – Ratification of prior issue of Shares in the 2025 Placement – Listing Rule 7.4</b>	A person who participated in the issue (namely the recipients of the Shares under the 2025 Placement) or is a counterparty to the agreement being approved, or an associate of that person or those persons.
<b>Resolution 2 – Approval to issue Options to Cerberus Advisory, Financial Advisor – Listing Rule 10.11</b>	A 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).
<b>Resolution 3 – Approval to issue Options to the Joint Lead Managers of the 2025 Placement – Listing Rule 7.1</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.
<b>Resolution 4 – Approval to issue Shares in the Additional Placement – Listing Rule 7.1</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Additional Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons).

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.

# 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 Extraordinary General Meeting of the Company to be held at 10:00am (Adelaide time) on Friday 18 June 2025.

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 Extraordinary 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 Extraordinary 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 Wednesday 18 June 2025 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 Extraordinary General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7:00pm (Adelaide time) on **Wednesday 18 June 2025**. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Extraordinary General Meeting.

## 2. Background

### 2.1 Ratification of Prior Share Issue – Resolution 1

Resolution 1 seeks Shareholder approval for the ratification of the prior issue of 54,014,883 Shares under a placement on or about 14 April 2025 (the **2025 Placement**) so that they do not use up the Company's capacity under Listing Rule 7.1 and 7.1A to issue up to 25% Shares in the 12 months following their issue. Further information relating to the 2025 Placement can be found in the Explanatory Statement of Resolution 1.

### 2.2 Adviser Options – Resolution 2

Resolution 2 seeks Shareholder approval to issue 60,000,000 Adviser Options to Cerberus Advisory (or their nominees) (an entity associated with Non-Executive Chair Duncan Gordon) (a **Related Party**) as part of agreed upon consideration for the services provided as Financial Adviser for the 2025 Placement, the non-renounceable accelerated institutional and retail entitlement offer that the Company announced to the ASX on or around the 8 April 2025 (the **Entitlements Issue**) and the Additional Placement (together the **2025 Offers**).

Further information relating to the issue of Adviser Options can be found in the Explanatory Statement of Resolution 2.

### 2.3 Joint Lead Manager Options – Resolution 3

Resolution 3 seeks to issue 190,000,000 Options in the Company to 708 Capital Pty Ltd (ACN 142 319 202) (**708 Capital**) and Sandton Capital Advisory Pty Ltd (ACN 637 284 372) (**Sandton Capital**) (or their nominees) in consideration for acting as Joint Lead Managers (**JLMs**) to 2025 Offers.

Further information relating to the Broker Options can be found in the Explanatory Statement of Resolution 3.

### 2.4 Additional Placement – Resolution 4

On 8 April 2025 the Company announced to the ASX that it would be raising approximately \$1,080,317 at \$0.005 (**Entitlement Offer Price**) via the Entitlements Issue. The Entitlements Issue was split into two components, being an Institutional Entitlement Offer which has closed, and a Retail Entitlement Offer, which remains open until 29 April 2025. Further information relating to the Entitlements Issue can be found via the Company's announcements to the ASX on the 8 April 2025, 15 April 2025 and 17 April 2025.

As announced by the Company on 10 April 2025, the Company also received binding commitments from institutional and sophisticated investors under the 2025 Placement for 54,014,883 shares at \$0.005 per Share to raise approximately \$270,000 before costs in the 2025 Placement. The Placement shares (**Placement Shares**) are intended to settle around the date of settlement of the Institutional Entitlement Offer.

The Company announced on 8 April 2025 the engagement of the JLMs to undertake a proposed Additional Placement to raise up to \$2,000,000 at \$0.005 per share, subject to shareholder approval. The Company is proposing to raise \$2,000,000 via an additional placement to sophisticated and/or professional investors identified by the JLMs (**Additional Placement**).

Resolution 4 seeks Shareholder approval for the Company to be authorised to undertake an Additional Placement to raise \$2,000,000 through the issue of Shares at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 10 days on which sales in the

Shares were recorded before the day on which the issue is made and at a minimum issue price of \$0.005 per Share.

Further information relating to the Additional Placement can be found in the Explanatory Statement of Resolution 4.

## **2.5 Company name change - Resolution 5**

Resolution 5 seeks to change the name of the Company from Mighty Kingdom Limited to Fortifai Limited. Subject to Resolution 5 being passed, the Company's ASX ticker code will be changed from "MKL" to "FTI" at a time advised by ASX after the name change takes effect.

This is a special resolution.

Further information relating to the name change can be found in the Explanatory Statement of Resolution 5.

## **2.6 Consolidation of Capital – Resolution 6**

Resolution 6 seeks Shareholder approval for the consolidation of the issued share capital of the Company on the basis that every 5 fully paid ordinary shares be consolidated into 1 fully paid ordinary Share (rounded up to the next whole number of shares), and that Options on issue will also be adjusted.

Subject to Shareholder approval, the consolidation of capital will occur within 14 days after the date of this Meeting, or such other date as the Board may determine. Further information relating to the consolidation of capital can be found in the Explanatory Statement of Resolution 6.



### **3. Resolution 1 – Ratification of prior issue of Shares in the 2025 Placement – Listing Rule 7.4**

#### **3.1 Background**

As announced by the Company on 10 April 2025, the Company conducted the 2025 Placement from sophisticated and institutional investors to raise approximately \$270,000 before costs, via the issue of 54,014,883 new shares at \$0.005 per new Share.

The Company now seeks Shareholder approval to ratify the issue of Shares under the 2025 Placement so that they do not use up the Company's capacity under Listing Rule 7.1 to issue up to 15% Shares in the 12 months following their issue.

#### **3.2 Regulatory Requirements**

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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company is an eligible entity and sought and received shareholder approval to increase its limit to 25% at the annual general meeting held on 27 November 2024 (**2024 AGM**).

The issue of 54,014,883 Shares under the 2025 Placement did not fit within any of the exceptions under Listing Rule 7.1 and, as the 2025 Placement had not been approved by Shareholders, it effectively used up all of the 15% limit in Listing Rule 7.1 (at the relevant time 32,408,663 Shares) and all of the 10% limit in Listing Rule 7.1A (at the relevant time 21,606,220 Shares), reducing the Company's capacity to issue further Equity Securities without Shareholder approval at the relevant time under the Listing Rules for the 12-month period following the date of the 2025 Placement.

Resolution 1 seeks the approval of Shareholders to ratify the issue of these Shares under Listing Rules 7.1 and 7.1A and for the purposes of Listing Rule 7.4.

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 7.1A and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval of the issuer of Shares under the 2025 Placement under Listing Rule 7.1 and Listing Rule 7.1A and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of Shares under the 2025 Placement 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 date of the 2025 Placement. Both the 32,408,663 Shares issued under Listing Rule 7.1, and the 21,606,220 Shares issued under Listing Rule 7.1A will be added to the Company's base issued capital ('A' in the formula prescribed in Listing Rule 7.1) for the purposes of calculating the Company's Listing Rule 7.1 issue capacity.

If Resolution 2 is not passed, the issue of Shares under the 2025 Placement 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 date of the 2025 Placement. Further, the 21,606,220 Shares issued under Listing Rule 7.1A will not be able to be added to the Company's

base issued capital for the purposes of calculating the Company's issue capacity under Listing Rule 7.1 until 12 months have passed after the date of their issue.

### 3.3 Information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the share ratification:

Technical information required	2025 Placement
<b>The names of the persons to whom the Company issued or agreed to issue the securities or the basis on which those persons were identified and selected</b>	The Shares were issued to sophisticated and institutional investors identified by the JLMs, seeking expressions of interest to participate in the 2025 Placement from non-related parties of the Company. These entitlements were taken up in full.
<b>The number and class of securities the Company issued</b>	54,014,883 fully paid ordinary shares in the Company with 32,408,663 ordinary shares being under Listing Rule 7.1 and 21,606,220 ordinary shares issued under Listing Rule 7.1A.
<b>Date of issue on which the securities were issued or will be issued</b>	The Shares were issued on 15 April 2025.
<b>Price or other consideration the Company has received or will receive for the issue</b>	The total cash consideration received by the Company was approximately \$270,000.
<b>Purpose of the issue, including the use or intended use of the funds raised</b>	The intended use of that cash was for the Company's operation and working capital.
<b>A summary of any material terms of the relevant agreement the securities are being issued under</b>	The Shares were issued in accordance with firm commitment letters entered into by each of the investors on standard terms and conditions.
<b>Voting exclusion statement</b>	A voting exclusion statement for Resolution 1 is included in this Notice preceding this Explanatory Statement.

### 3.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

## **4. Resolution 2 – Approval to issue Options to Related Party – Cerberus Advisory – Listing Rule 10.11**

### **4.1 Background**

Subject to Shareholder approval, the Company agreed to issue 60,000,000 unlisted adviser options (**Adviser Options**) to Cerberus Advisory, and/or its nominee (a related party of Non-Executive Chair Duncan Gordon) under an engagement letter dated 2 April 2025 (**Financial Adviser Engagement**). Under the Financial Adviser Engagement, the Financial Adviser agreed to act as corporate adviser to the 2025 Offers.

In consideration for the services provided by the Financial Adviser under the Financial Adviser Engagement, the Company agreed to issue, subject to shareholder approval, to the Financial Adviser the Adviser Options in two stages:

- 16,000,000 Tranche 1 Adviser Options will be issued following shareholder approval after the Entitlement Offer is completed; and
- 44,000,000 Tranche Adviser Options will be issued upon completion of the Additional Placement.

Each Adviser Option to be granted for \$0.000001, with an exercise price of \$0.01 per option and expiry date of five (5) years from their respective dates of grant.

Resolution 2 seeks Shareholder approval for Cerberus Advisory to receive these Advisor Options.

### **4.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must, pursuant to section 208 of the Corporations Act:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Advisor Options to Cerberus Advisory constitutes giving a financial benefit and Cerberus Advisory is a related party of the Company by virtue of Non-Executive Chair Duncan Gordon being the sole director and underlying controller of Cerberus Advisory.

Section 210 of the Corporations Act states that member approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

The Directors (other than Mr Gordon) have determined that, as the issue of Options is proposed to take place on the same terms as the JLM Options to the Joint Lead Managers (which was negotiated on an arm's length basis between the Company and the JLMs), the financial benefit given by the Company is reasonable in the circumstances as if the Company and the recipients were dealing at arm's length. Accordingly, Shareholder approval is not required under Chapter 2E of the Corporations Act.

### **4.3 Listing Rule 10.11**

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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 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 of Advisor Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 2 seeks the required Shareholder approval for the issue of the Advisor Options under and for the purposes of Listing Rule 10.11 to Cerberus Advisory.

#### 4.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Advisor Options to the Related Party within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Advisor Options (because approval is being obtained under Listing Rule 10.11), the issue of the Advisor Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Advisor Options.

#### 4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Advisor Options:

Technical Information Required	Advisor Options
<b>The names of the persons to whom the entity agreed to issue the securities and the category in rule 10.11 the person falls within</b>	The Advisor Options are proposed to be issued to Cerberus Advisory (or its nominee) who is a related party to the Company (Listing Rule 10.11.1 category) by virtue of Duncan Gordon being the sole director and underlying controller of Cerberus Advisory.
<b>Number of securities and class of securities issued</b>	The maximum number of Advisor Options to be issued under Resolution 2 is 60,000,000.
<b>Terms of the securities</b>	Each Option may be exercisable for a fully paid ordinary share in the Company
<b>Date of issue</b>	<p>The Tranche 1 Advisor Options will be issued no later than 1 week after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p> <p>The Tranche 2 Advisor Options is intended to be issued no later than 1 week after the settlement of the Additional Placement, but in any event no later than one month after the date of the Meeting (or such later</p>

	date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Issue price or other consideration</b>	Advisor Options granted for \$0.000001, with an exercise price of \$0.01 per option and expiry date of five (5) years from the date of issue.
<b>Purpose of the issue, including the intended use of the funds raised</b>	Consideration for advisory services provided under the Financial Adviser Engagement.
<b>Relevant agreement</b>	The Advisor Options are issued on the terms as specified in the Financial Adviser Engagement. Other material terms include that a monthly retainer of \$15,000 ex GST per month is payable as well as the right to be reimbursed for reasonable out of pocket expenses incurred. The Financial Adviser Engagement may be terminated by either party at any time by written notice. On termination a pro rata proportion of the monthly retainer is payable.
<b>Voting exclusion statement</b>	A Voting Exclusion Statement has been provided for these Resolutions in the Agenda Section in this Notice.

#### 4.6 Board recommendation

Mr Duncan Gordon declines to make a recommendation to Shareholders in relation to Resolution 2 due to their material personal interest in the outcome of the Resolutions on the basis that they are to be issued the Advisor Options should Resolutions 2 be passed.

The remaining Board members recommend that Shareholders vote in favour of Resolution 2.

## 5. Resolution 3 – Approval to issue Options to the Joint Lead Managers of the 2025 Placement – Listing Rule 7.1

### 5.1 Background

The Company and the JLMs entered into a mandate in relation to the 2025 Offers. Under that mandate the Company is obliged to issue 190,000,000 Options (**Broker Options**) to 708 Capital and Sandton Capital (or its nominees) in addition to their fees under the mandate as JLMs to the 2025 Offers.

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 shares it had on issue at the start of that period.

The issue of the Broker Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

This Resolution 3 seeks Shareholder approval for the issue of the Broker Options under and for the purposes of Listing Rule 7.1.

If approved, the Broker Options will proceed be granted in two stages:

- 50,000,000 Tranche 1 Broker Options will be issued under the Entitlement Offer when the Entitlement Offer is completed; and
- The remaining Tranche 2 140,000,000 Broker Options will be issued upon completion of the Additional Placement.

In addition the issue of the Broker Options will be excluded form the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

Each Broker Option will be granted for \$0.000001, have an exercise price at \$0.01 per Option, and an expiry date of five (5) years from their respective dates of grant.

If this Resolution 3 is passed, the effect of this Resolution 3 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's placement capacity.

If Resolution 3 is not passed, the Company will still be obliged to issue the Broker Options, but will utilise its capacity under ASX Listing Rule 7.1 as soon as such capacity is available to issue such Options, subject to compliance with any applicable laws and Listing Rules.

### 5.2 Technical information required for approval under Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

Technical information required	Broker Options
The names of the persons to whom the Company will issue the securities or the basis upon which those persons were or will be identified or selected	708 Capital and Sandton Capital (or its nominees)
The number and class of securities the Company will issue	190,000,000 Broker Options
The date on or by which the Company will issue the securities	The Tranche 1 Broker Options will be issued no later than 1 week after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

	The Tranche 2 Broker Options are intended to be issued no later than 1 week after the settlement of the Additional Placement, but in any event cannot be issued more than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>The price or other consideration the Company will receive for the securities</b>	Broker Options granted for \$0.000001, with an exercise price of \$0.01 per option and expiry date of five (5) years from the date of issue.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Consideration for advisory services provided under the JLM Engagement.
<b>A summary of any material terms of the relevant agreement the securities are being issued under</b>	Issue price: \$0.000001 per Option  Exercise price: \$0.01 per Option  Expiry: 5 years post issue
<b>No reverse takeover</b>	The Broker Options are not issued under or to fund a reverse takeover.
<b>Voting exclusion statement</b>	A voting exclusion statement for Resolution 3 is included in this Notice preceding this Explanatory Statement

### 5.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

## 6. Resolution 4 – Approval to issue Shares in the Additional Placement – Listing Rule 7.1

The Company intends to conduct the Additional Placement at the same Entitlement Offer Price to raise up to \$2,000,000 through the issue Shares at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made and at a minimum issue price of \$0.005 per Share.

### 6.1 Background

Reflecting the capital intensive nature of Gaming Studio operations and significant Industry headwinds around its 'Work for Hire' business model, the Company has experienced sustained operating cash flow deficits. In the financial year ended 30 June 2023, the Company had net operating cash outflows of approximately \$7.36 million, followed by a further \$5.60 million in the financial year ended 30 June 2024 (**FY2024**). This trend continued into the financial year ending 30 June 2025 (**FY2025**), with net operating cash outflows of roughly \$2.405 million in the first quarter of FY2025 and about \$1.0 million in the second quarter of FY2025. These significant outflows resulted in substantial statutory losses (\$7.0 million loss in FY2024 and \$1.7 million loss in the half-year to 31 December 2024).

The Company has implemented several cost reduction initiatives to curb expenditures which resulted in significant one-off costs (funded by proceeds from the Entitlement Offer). Noting these measures will go some way towards covering operational cash burn, the Company's cash position at the time of lodgement of this Notice is insufficient in addressing the Company's ongoing funding requirements with further capital required to manage and grow a sustainable business.

With the benefits of the comprehensive restructure process making its presence felt via more sustainable Studio operations, the Company intends to continue its current operations, delivering on existing contracts and growing the business to win further contracts whilst expanding capabilities including the Company's AI Gaming Lab, technology partnerships, global work-for-hire collaborations, product diversification and other innovation programs.

The Company has engaged the JLMs to assist with an Additional Placement of \$2 million, subject to Shareholder approval, for the Company's ongoing operational costs, additional resources to pursue its objectives set out above, growth of the business and winning new contracts, expansion of existing capabilities, product diversification, other opportunities and general working capital.

The Company has engaged the JLMs to assist it to conduct the Additional Placement.

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 shares it had on issue at the start of that period.

The Additional Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

This Resolution 4 seeks Shareholder approval for the Company to be authorised to undertake a placement to raise \$2,000,000 through the issue of Shares at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made and at a minimum issue price of \$0.005 per Share, under and for the purposes of Listing Rule 7.1.



No investor participating in the Additional Placement will be a related party of the Company, or an Associate of a related party, or otherwise a person to whom Listing Rule 10.11 would apply. Additionally, the Company will ensure that no single investor or existing Shareholder will be allocated a parcel of Shares under the Additional Placement that results in that investor's voting power exceeding 20% of the Company's total Shares on issue after the placement. This approach is designed to broaden the Company's shareholder base with supportive, arm's length investors, while complying with regulatory requirements and not unduly concentrating ownership.

If this Resolution 4 is passed, will be to allow the Company to issue the Additional Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity, ie the Additional Placement will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to issue the Additional Placement Shares until its capacity under Listing Rule 7.1 is available, at which the Company will issue the Additional Placement Shares as soon as such capacity is available, subject to compliance with any other applicable laws and Listing Rules.

## 6.2 Technical information required for approval under Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

Technical information required	Additional Placement
<b>The names of the persons to whom the Company issued or agreed to issue the securities or the basis on which those persons were identified and selected</b>	<p>The persons to whom the Additional Placement Shares will be issued have not yet been identified but will be unrelated parties of the Company (who are not persons listed in Listing Rule 10.11) and are likely to be professional and sophisticated investors identified through an offer process by seeking expressions of interest to participate in the capital raising at the discretion of the Directors and with the involvement of the JLMs.</p> <p>As at the Disclosure Date, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the Additional Placement.</p>
<b>The number and class of securities the Company issued</b>	<p>The number of Shares issued will be up to that number equal to \$2,000,000 based on an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made.</p> <p>The maximum number of Shares to be issued will 400,000,000 Shares, assuming a minimum price of \$0.005 per Share.</p> <p>Based on the closing price of Shares immediately prior to the Disclosure Date (\$0.008) a maximum of 312,500,000 Shares could be issued under this approval. The actual number will depend on the issue price.</p>

<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date of issue on which the securities were issued or will be issued</b>	No later than 3 months after the date of this Meeting.
<b>Price or other consideration the Company has received or will receive for the issue</b>	<p>\$2 million</p> <p>The Shares will be issued at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made and at a minimum issue price of \$0.005 per Share.</p>
<b>Purpose of the issue, including the use or intended use of the funds raised</b>	<p>The purpose of the Additional Placement is to raise \$2,000,000. The Company proposes to apply these funds towards the cost of the capital raising, ongoing operational costs, payment of outstanding trade creditors and Australian Taxation Office liabilities, funding ongoing product development, additional resources to pursue its objectives including the growth of the business and winning new contracts, expansion of existing capabilities and AI Gaming Lab, development of technology partnerships, global work-for-hire collaborations, product diversification and other innovation programs other opportunities and general working capital of the Company.</p> <p>In addition, a stronger cash position will better position the Company to pursue its strategic goals and potential growth opportunities (such as investing in new game development projects or evaluating/acquiring complementary assets or businesses) as and when they arise.</p>
<b>A summary of any material terms of the relevant agreement the securities are being issued under</b>	As at the Disclosure Date there are no agreements in relation to the issue of the Shares, other than the JLM Engagement Mandate. However, it is likely the Company will enter into customary placement agreements with participants of the potential capital raising once identified.
<b>No reverse takeover</b>	The Additional Placement is not being issued under or to fund a reverse takeover.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 6.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

## **7. Resolution 5 – Approval to Change Company Name Change**

### **7.1 Background**

The Company proposes to change its name from “Mighty Kingdom Ltd” to “Fortifai Limited”. The Board believes that the new name better aligns with and captures the operations and value which the Company is creating now and in the future. In particular, the new name signifies the new direction that the Company is going and a refreshed strategic and operational outlook.

### **7.2 Section 157**

Section 157 of the *Corporations Act* requires shareholders to approve the change of name of the Company by passing a special resolution to adopt the new name. If shareholders approve the change of name, it will be effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, which is intended to be as soon as practicable. The name “Fortifai Limited” has been reserved by the Company.

If the name change is approved, the Board will also request that ASX change the Company’s ASX ticker code from “MKL” to “FTI” after the change of name takes effect. The ASX ticker code “FTI” has been reserved by the Company.

### **7.3 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.

## 8. Resolution 6 – Consolidation of Capital

### 8.1 Background

This Resolution 6 seeks Shareholder approval to undertake a consolidation of the number of Shares on issue on the basis that every 5 Shares held be consolidated into one (1) fully paid ordinary Share (rounded up to the next whole number of shares) (**Consolidation**). Similarly, the number of Options on issue will be consolidated into one (1) Option. The exercise price of the Options will be amended in inverse proportion to the consolidation ratio.

### 8.2 Technical information required for approval under Listing Rule 7.20

Pursuant to and in accordance with Listing Rule 7.20, the following information is provided in relation to Resolution 1:

#### (i) Purpose of proposed resolution

The Directors have proposed the Consolidation for the following reasons:

- (i) the Company currently has 486,141,699 Shares on issue which represents a relatively large number when compared to its listed peer group;
- (ii) the Company's recently expanded capital due to the issue of additional shares under the 2025 Offers, and the Company now seeks to consolidate the capital;
- (iii) the Directors consider that the Consolidation will assist in reducing the volatility of the Company's share price and enable a more consistent valuation of the Company; and
- (iv) the Consolidation is also expected to assist in positioning the Company for long term growth by making an investment in the Company's securities more attractive to institutional and other investors.

#### (ii) Legal requirements

Section 254H of the Corporations Act provides that a Company may, by resolution passed at a general meeting, convert all or any of its share into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell shareholders:

- (i) the effect of the proposal on the number of securities and the amount paid (if any) on the securities;
- (ii) the proposed treatment of any fractional entitlements; and
- (iii) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that a listed entity which has convertible securities (except Options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed entity with Options undertakes a consolidation of its capital, the number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

#### (iii) Effect of Consolidation

The result of the Consolidation is that each security holding will be reduced by 5 times its current level.

As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

The change in capital structure of the Company following the Consolidation, subject to adjustment for rounding, is as follows:

#### Shares

	Number*
Shares currently on issue	486,141,699
Maximum number of shares proposed to be issued under the Additional Placement (refer Resolution 4 of this Notice)**	400,000,000
Shares on issue after Consolidation (assuming maximum number of shares are issued pursuant to the Additional Placement)	177,228,340

\*Assumes no Options exercised prior to Consolidation.

\*\*This figure assumes shares in the Additional Placement are issued at the minimum price of \$0.005

#### Options

Options on Issue	Pre-Consolidated Number*	Post-Consolidated Number on a 1:5 basis	Pre-Consolidated Exercise Price	Post-Consolidated Exercise Price
Option Expiring 14-Jun-2029 (MKLAK)	1,000,001	200,001	\$0.225	\$1.125
Option Expiring 14-Jun-2029 (MKLAL)	1,333,334	266,667	\$0.090	\$0.450
Option Expiring 19-Aug-2025 (MKLAM)	15,000,000	3,000,000	\$0.060	\$0.300
Option Expiring 19-Aug-2029 (MKLAN)	23,333,333	4,666,667	\$0.090	\$0.450
Option Expiring 19-Dec-2025 (MKLAH)	800,001	160,001	\$0.525	\$2.625
Option Expiring 31-Dec-2025 (MKLAJ)	480,001	96,001	\$0.600	\$3.000
Option Expiring 19-Nov-2025 (MKLAE)	683,608	136,722	\$2.250	\$11.250
Option Expiring 16-Feb-2026 (MKLAF)	311,968	62,394	\$2.250	\$11.250
Option Expiring 19-Nov-2025 (MKLAG)	148,984	29,797	\$2.250	\$11.250
Option Expiring 24-Jun-2030 (New Class)**	250,000,000	50,000,000	\$0.010	\$0.050

\*Assumes no Options exercised or forfeited prior to Consolidation.

\*\*Options not yet issued but anticipated to be issued prior to the Consolidation Record Date (refer Resolutions 2 and 3 of this Notice).

#### (iv) Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a Share or Option, that fraction will be rounded up to the nearest whole number of Shares or Options.

**(v) Holding statements**

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

**(vi) Taxation**

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares pre-consolidation. The acquisition date of Shares held after the Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Statement does not however consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

**(i) Indicative Timetable**

Date	Event
Wednesday, 20 May 2025	Announcement of Consolidation and issue of Appendix 3A.3 notice
Friday, 20 June 2025	Meeting held with Resolution to approve Consolidation. Company notifies ASX that Consolidation is approved.
Friday, 11 July 2025	<b>Effective Date of Consolidation.</b>
Monday, 14 July 2025	Last day for trading pre-consolidation securities.
Tuesday, 15 July 2025	Trading in the reorganised securities on a deferred settlement basis starts.
Wednesday, 16 July 2025	<b>Record Date for Consolidation.</b> Last day for Company to register transfers on a pre-consolidation basis.
Thursday, 17 July 2025	First day for Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold. In the case of Options first day for the Company to issue new certificates.
Wednesday, 23 July 2025	Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred.
Thursday, 24 July 2025	Normal trading in reorganised securities starts.

**Board recommendation**

The Board members recommend that Shareholders vote in favour of Resolution 6.

# GLOSSARY

## DEFINITIONS

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

**\$** means Australian Dollars.

**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.

**Extraordinary General Meeting** means a duly convened general meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed at 10:00am Adelaide time on Friday 20 June 2025.

**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.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this Notice of Extraordinary General Meeting.

**Options** mean options exercisable for Shares.

**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.



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 (ACST) on Wednesday, 18 June 2025.**

# 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 Extraordinary General Meeting of Mighty Kingdom Limited to be held at HLB Mann Judd, 169 Fullarton Road, Dulwich, SA 5065 on Friday, 20 June 2025 at 10:00am (ACST) 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 Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is 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 Resolution 2 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.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares in the 2025 Placement – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Options to Cerberus Advisory, Financial Advisor – Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Options to the Joint Lead Managers – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares in the Additional Placement – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to change Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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