Appendix 3B

Proposed issue of +securities

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give ASX the following information about a proposed issue of *securities and, if ASX agrees to *quote any of the *securities (including any rights) on a *deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules. If the +securities are being	Earths Energy Limited (was Cradle Resources Ltd)
	offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).	
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ACN 149 637 016
1.3	*ASX issuer code	EE1 (was CXX)
1.4	*This announcement is	⊠ A new announcement
	Tick whichever is applicable.	☐ An update/amendment to a previous announcement
		☐ A cancellation of a previous announcement
1.5	*Date of this announcement	2 January 2024

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1.6	*The proposed issue is: Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX	 □ A +bonus issue (complete Parts 2 and 8) □ A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8) □ An accelerated offer (complete Q1.6b and Parts 3 and 8)
	may restrict certain events from being announced concurrently). Please contact your ASX listings compliance adviser if you are unsure.	 □ An offer of +securities under a +securities purchase plan (complete Parts 4 and 8) ☑ A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8)
		 □ A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8) □ A placement or other type of issue (complete Parts 7 and 8)

Part 5 – Details of proposed non-pro rata offer under a +disclosure document or +PDS

If your response to Q1.6 is "A non-pro rata offer of securities under a disclosure document or PDS", please complete Parts 5A – 5F and the details of the securities proposed to be issued in Part 8.

Part 5A - Proposed non-pro rata offer under a +disclosure document or +PDS – conditions

Question No.	Questio	n		Answer	
5A.1	*Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis? For example, this could include: - +Security holder approval - Court approval - Lodgement of court order with +ASIC - ACCC approval - FIRB approval Disregard any approvals that have already been obtained or conditions that have already been satisfied.		No		
5A.1a	Conditions Answer these questions if your response to 5A.1 is "Yes".				
Type Select the applicable approval/condition from the list (ignore those that are not applicable). More than one approval/condition can be selected.		*Date for determination The 'date for determination' is the date that you expect to know if the approval is given or condition is satisfied (for example, the date of the security holder meeting in the case of security holder approval or the date of the court hearing in the case of court approval).	*Is the date estimated or actual?	**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments
+Security holder approval					
Court appro	val				

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Lodgement of court order with +ASIC		
ACCC approval		
FIRB approval		
Other (please specify in comment section)		

Part 5B – Proposed non-pro rata offer under a +disclosure document or +PDS – offer details

Question No.	Question	Answer
5B.1	*Class of +securities to be offered under the +disclosure document or +PDS (please enter both the ASX security code & description)	Ordinary shares
5B.2	*The number of +securities to be offered under the +disclosure document or +PDS If the number of securities proposed to be issued is based on a formula linked to a variable (for example, VWAP or an exchange rate or interest rate), include the number of securities based on the variable as at the date the Appendix 3B is lodged with ASX and add a note in the "Any other information the entity wishes to provide about the proposed offer" field at the end of this form making it clear that this number is based on the variable as at the date of the Appendix 3B and that it may change.	300,000,000 capital raising shares; and 220,360,329 vendor ordinary shares (plus unquoted (non-attaching) options – see Part 8C)
5B.3	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	Yes
5B.3a	*Describe the minimum subscription condition Answer this question if your response to Q5B.3 is "Yes".	300,000,000 shares being subscribed for @ \$0.02, raising \$6,000,000
5B.4	*Will the entity be entitled to accept over- subscriptions?	No
5B.4a	*Provide details of the number or value of over-subscriptions that the entity may accept Answer this question if your response to Q5B.4 is "Yes".	
5B.5	*Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	No
5B.5a	*Describe the minimum acceptance condition Answer this question if your response to Q5B.5 is "Yes".	

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5B.6	*Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	See Prospectus section 1.2 – Board discretion in relation to a subscription taking a person over 20%
5B.6a	*Describe the maximum acceptance condition Answer this question if your response to Q5B.6 is "Yes".	
5B.7	*Will a scale back be applied if the offer is over-subscribed?	Yes
5B.7a	*Describe the scale back arrangements Answer this question if your response to Q5B.7 is "Yes".	Board discretion
5B.8	*In what currency will the offer be made? For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	AUD
5B.9	*Has the offer price been determined?	Yes
5B.9a	*What is the offer price per +security? Answer this question if your response to Q5B.9 is "Yes" using the currency specified in your answer to Q5B.8.	\$0.02
5B.9b	*How and when will the offer price be determined? Answer this question if your response to Q5B.9 is "No".	
5B.9c	*Will the offer price be determined by way of a bookbuild? Answer this question if your response to Q5B.9 is "No". If your response to this question is "Yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.	No
5B.9d	*Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild) Answer this question if your response to Q5B.9 is "No" and your response to Q5B.9c is "Yes".	

Part 5C – Proposed non-pro rata offer under a +disclosure document or +PDS – timetable

Question No.	Question	Answer
5C.1	*Lodgement date of +disclosure document or +PDS with ASIC	9 November 2023
	Note: If the securities are to be quoted on ASX, you must lodge an Appendix 2A Application for Quotation of Securities with ASX within 7 days of this date.	
5C.2	*Date when +disclosure document or +PDS and acceptance forms will be made available to investors	10 November 2023
5C.3	*Offer open date	15 November 2023

5C.4	*Closing date for receipt of acceptances	29 November 2023
5C.5	[deleted]	
5C.6	*Proposed +issue date	2 January 2024

Part 5D – Proposed non-pro rata offer under a +disclosure document or +PDS – listing rule requirements

Question No.	Question	Answer
5D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1? Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing). If the issuer has obtained security holder approval for part of the issue only and is therefore relying on its placement capacity under listing rule 7.1 and/or listing rule 7.1A for the remainder of the issue, the response should be 'no'.	Yes
5D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "Yes".	5 December 2023
5D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".	No
5D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1 b is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
5D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".	No

5D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	
	Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1c is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	
5D.2	*Is a party referred to in listing rule 10.11 participating in the proposed issue?	Yes

Part 5E – Proposed non-pro rata offer under a disclosure document or PDS – fees and expenses

Question No.	Question	Answer
5E.1	*Will there be a lead manager or broker to the proposed offer?	Yes (lead manager)
5E.1a	*Who is the lead manager/broker? Answer this question if your response to Q5E.1 is "Yes".	Canaccord Genuity (Australia) Limited
5E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q5E.1 is "Yes".	 1% management fee; 4% equity raising fee; and 15,000,000 options @ \$0.00 expiring 5 years from the date of issue (plus reimbursement of reasonable expenses, see Prospectus page 113) https://www.cradleresources.com.au/wp- content/uploads/2023/11/Prospectus-ASIC- Lodgement-Cradle-Resources-Limited- 08.11.2023-2.pdf
5E.2	*Is the proposed offer to be underwritten?	No
5E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	Yes - see Prospectus page 113 re co- manager role of CPS Capital Group Ltd - \$1m minimum allocation, at 4% fee
5E.3a	* Will the handling fee or commission be dollar based or percentage based? Answer this question if your response to Q5E.3 is "Yes".	Percentage based (%)
5E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "dollar based".	\$

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5E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "percentage based".	4 %
5E.3d	Please provide any other relevant information about the handling fee or commission method Answer this question if your response to Q5E.3 is "Yes".	None
5E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	None

Part 5F – Proposed non-pro rata offer under a +disclosure document or +PDS – further information

Question No.	Question	Answer
5F.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed offer You may select one or more of the items in the list.	
		☐ To fund the retirement of debt
		☐ To pay for the acquisition of an asset [provide details below]
		☐ To pay for services rendered [provide details below]
		⊠ Other [provide details below]
		Additional details: To progress the development of the new geothermal projects the basis of ASX re-compliance and as set out in the Company's Prospectus (https://www.cradleresources.com.au/wp-content/uploads/2023/11/Prospectus-ASIC-Lodgement-Cradle-Resources-Limited-08.11.2023-2.pdf)
5F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	No
5F.3	*Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority	No set policy, by invitation. No priority for existing security holders
5F.4	*URL on the entity's website where investors can download the +disclosure document or +PDS	https://www.cradleresources.com.au/wp- content/uploads/2023/11/Prospectus-ASIC- Lodgement-Cradle-Resources-Limited- 08.11.2023-2.pdf
5F.5	Any other information the entity wishes to provide about the proposed offer	No

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Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

Question No.	Question	Answer
8A.1	*The +securities proposed to be issued are: Tick whichever is applicable Note: SPP offers must select "existing quoted class"	□ Additional +securities in a class that is already quoted on ASX ("existing quoted class")
		☐ Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")
		□ New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")
		New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")
8A.2	*Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of: Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)", "An accelerated offer", "A non-pro rata offer to wholesale investors under an information memorandum" or "A placement or other type of issue" and your response to Q8A.1 is "existing quoted class" or "new quoted class". Note: Under Appendix 2A of the Listing Rules, when the entity applies for quotation of the securities proposed to be issued, it gives a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 Disclosure for on-sale of securities and other financial products and consult your legal adviser.	□ The publication of a +disclosure document or +PDS for the +securities proposed to be issued
		☐ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)
		☐ The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or
		1012DA(11) An applicable ASIC instrument or class order
		□ Not applicable – the entity has arrangements in place with the holder that ensure the securities cannot be onsold within 12 months in a manner that would breach section 707(3) or 1012C(6)
		Note: Absent relief from ASIC, a listed entity can only issue a cleansing notice where trading in the relevant securities has not been suspended for more than 5 days during the shorter of: (a) the period during which the class of securities are quoted; and (b) the period of 12 months before the date on which the relevant securities were issued.

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity is taken to have applied for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure

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document or +PDS is known, in accordance with Listing Rule 3.10.3C, the entity will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

Part 8B – details of +securities proposed to be issued (existing quoted class or existing unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "existing quoted class" or "existing unquoted class".

Question No.	Question	Answer
8B.1	*ASX security code & description	EE1 (was CXX) fully paid ordinary shares
8B.1a	ISIN Code for the entitlement or right to participate in a non-renounceable issue; or for the tradeable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)	
8B.2a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes

Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Question No.	Question	Answer
8C.1	*+Security description The ASX security code for this security will be confirmed by ASX in due course.	42,500,000 Placement options @ \$0.05, expiring 27/12/2026
		5,000,000 Lead Manager options @ \$0.02 expiring 27/12/2026
		5,000,000 Lead Manager options @ \$0.04 expiring 27/12/2026
		5,000,000 Lead Manager options @ \$0.06 expiring 27/12/2026
		11,018,016 Class A Management Options @ \$0,00, expiring 27/12/2026 (with vesting conditions)
		8,000,000 Tier 1 Class B Management Options @ \$0.05, expiring 27/12/2026 (with vesting conditions)
	8,000,000 Tier 2 Class B Management Options @ \$0.10, expiring 27/12/2027 (with vesting conditions)	
	8,000,000 Tier 3 Class B Management Options @ \$0.15, expiring 27/12/2028 (with vesting conditions)	
		24,000,000 Director options @ \$0.00, expiring 27/12/2028 (with vesting conditions)

8C.2	*Security type	☐ Ordinary fully or partly paid shares/units
	Select one item from the list.	
	Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled	☐ +Convertible debt securities
		☐ Non-convertible +debt securities
	securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible	☐ Redeemable preference shares/units
	debt securities" or "Non-convertible debt securities" (tradeable securities); or "Wholesale debt securities"	☐ Wholesale debt securities
	(non-tradeable). Select "Other" for performance	□ Other
	shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	
8C.3	ISIN code	
	Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.	
8C.3a	ISIN Code for the entitlement or right to	
	participate in a non-renounceable issue; or for the tradeable rights created under a	
	renounceable right issue (if Issuer is foreign	
	company and +securities are non CDIs)	
8C.4a	*Will all the +securities proposed to be issued in this class rank equally in all	Yes
	respects from the issue date?	
8C.5	Please attach a document or provide a URL	https://announcements.asx.com.au/asxpdf/
	link for a document lodged with ASX setting out the material terms of the +securities	20231103/pdf/05wyc04453mrsn.pdf
	proposed to be issued or provide the	(Notice of Macting at which shareholder
	information by separate announcement.	(Notice of Meeting at which shareholder approval to the terms was obtained)
	You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or	
	other announcement with this information provided it has been released to the ASX Market Announcements	
	Platform.	
8C.6	*Have you received confirmation from ASX that the terms of the +securities are	Yes
	appropriate and equitable under listing rule 6.1?	
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any	
	unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
8C.7b	Option details	
	Answer the questions in this section if you selected this security type in your response to Question Q8C.2.	
	*+Security currency	AUD
	This is the currency in which the exercise price is payable.	
	*Exercise price	See 8C.1 above
	The price at which each option can be exercised and convert into the underlying security.	
	The exercise price should be provided per the security	
	currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date	See 8C.1 above
	The date on which the options expire or terminate.	

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*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be	One fully paid ordinary share
issued if an option is exercised	
For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	