



## UPDATE ON SHARES ISSUE - INADVERTENT BREACH OF LISTING RULE 10.11.2

TMK Energy Limited ("TMK" or the "Company") provides the following update with respect to Placement shares issued to a related party which was an inadvertent breach of Listing Rule 10.11.2.

As previously announced, TMK completed a share placement raising approximately \$2.5 million (before costs) and announced the results of the placement on 21 March 2024.

As noted at page 2 of the 21 March announcement, the Company's largest shareholder, Mr Tsetsen Zantav, subscribed for 25,000,000 shares in the placement, for a value of \$100,000 (Subscription). The Subscription shares were issued on 28 March 2024. At the time of the Subscription, Mr Zantav held 1,613,000,000 shares in TMK, representing 26.3% of the voting power in the Company.

On 8 December 2023, Mr Zantav's voting power decreased from 32.1% to 26.3% by virtue of the issue of 1,092,000,000 shares to Talon Energy Limited in consideration for the acquisition of 33% of the Gurvantes XXXV Project not already owned by the Company.

Given Mr Zantav held more than 30% of the shares in the Company within the six months before the Subscription, shareholder approval was required for the Subscription under Listing Rule 10.11.2.

The failure to seek shareholder approval was identified in the process of finalising the Company's 2024 Notice of Annual General Meeting, at which time, the Company immediately placed a holding lock on the 25,000,000 shares issued to Mr Zantav in the placement and notified ASX of the inadvertent breach.

The Company has been in consultation with ASX with respect to an appropriate remedy of the inadvertent breach and a resolution has been included in the 2024 Notice of Annual General Meeting (released today) seeking shareholder approval to release the holding lock on the shares issued to Mr Zantav, the subject of the inadvertent breach of Listing Rule 10.11.2. The Company will also seek approval to issue the free-attaching options that are to be issued to participants in the placement announced on 21 March 2024.

The failure to seek shareholder approval for Mr Zantav's Subscription was an inadvertent error and arose by virtue of operation of the 6-month run off period under listing rule 10.11.2. At the time of issue, Mr Zantav did not hold more than 30% of the voting power in TMK.

The issue of the Subscription shares to Mr Zantav does not have the benefit of exception 14 of Listing Rule 7.2 and the Company's available Listing Rule 7.1 placement capacity is reduced accordingly.

*For the purposes of ASX Listing Rule 15.5, the Board has authorised for this announcement to be released.*

