



# Sacgasco Limited

ABN 83 114 061 433

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12 July 2024

## Addendum to Notice of General Meeting

Dear Shareholder,

Sacgasco Limited (**Sacgasco** or **the Company**) refers to the Company's Notice of General Meeting (**Notice**) dated 8 April 2024. The Company has identified that relevant information in relation to Resolutions 3 and 4 was omitted from the original Notice, and as such, the Company has determined to issue an Addendum to the Notice of Meeting (**Addendum**). The Addendum should be read in conjunction with the Notice.

The Company advises that the time, date and location of the General Meeting have not changed. As there are no additional Resolutions included with the release of this Addendum, there is no change to the original Proxy Form included in the Notice.

In accordance with section 110D of the *Corporations Act 2001 (Cth)*, the Company will not be sending physical copies of the Addendum to shareholders unless a shareholder has elected to receive notices in hard copy pursuant to section 110E, or who otherwise requests a hard copy. Instead, a copy of the Addendum can be viewed and downloaded online at the following link:

[www.sacgasco.com/investor-relations/](http://www.sacgasco.com/investor-relations/)

Should you wish to receive a physical copy of the Addendum, please contact the Company Secretary on [companysecretary@sacgasco.com](mailto:companysecretary@sacgasco.com) or via phone to +61 8 9435 3200.

Your proxy voting instruction must be received by 10:00am (AWST) on 4 August 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after this time will not be valid for the meeting.

The Addendum is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Addendum or original Notice, please contact the Company Secretary.

Regards,

**Jordan McArthur**

Company Secretary

Sacgasco Limited

Tel Office: +61 8 9435 3200

Email: [companysecretary@sacgasco.com](mailto:companysecretary@sacgasco.com)



## SAGASCO LIMITED

ACN 114 061 433

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# ADDENDUM TO NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

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### Amendment to Resolutions 3 and 4

By this Addendum (**Addendum**), two existing sections are replaced in the Explanatory Statement to the Notice of Meeting released to ASX on 8 July 2024 (**Notice**) in respect of information relevant to Resolutions 3 and 4, to enable Shareholders to make an informed decision as to their vote. This information is identified in section 2 of the original Explanatory Memorandum in the Notice.

Capitalised terms in this Addendum have the same meaning as given in the original Notice unless otherwise defined. This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

The Company confirms that in issuing this Addendum, **there is no change** to the time, date or location of the Meeting as identified in the Notice. **There is also no change to the resolutions being proposed.**

As there are no changes to the Resolutions contained in the Notice, there is no replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) if you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote, you must complete and return another copy of the Original Proxy Form;
- (b) if you have already completed and returned the Original Proxy Form and you do not wish to change your original vote, **you do not need to take any action as the Original Proxy Form will remain valid for your voting purposes on the Resolutions;** or
- (c) if you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, please complete and return the Original Proxy Form contained in the Notice.

### Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9435 3200 if they have any queries in respect of the matters set out in this document.

The Addendum is authorised by order of the Board.

Jordan McArthur  
**Company Secretary**

12 July 2024

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## EXPLANATORY STATEMENT

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The Explanatory Statement to the Notice is amended by replacing sections 2.5 and 2.6 with the following information:

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### 2.5 Technical information required for Resolution 3

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

- (a) The total number of fully paid ordinary Shares to be issued by the Company is 92,857,143;
- (b) The issue price is \$0.0035 per Share;
- (c) The Shares will be issued to professional and sophisticated investors known to the Company, none of whom are related parties of the Company but two (2) of whom are investors that are required to be disclosed under ASX Listing Rules as being investors whose identity is likely to be material to a decision by security holders to approve the issue. Information about these investors is detailed as follows:
  - i. Whead Pty Ltd <CJ Holdings A/C> (**Whead**) has applied for 30,000,000 shares;
    - 1. Whead is a related party entity of Mr Christopher Whitehead (**Mr Whitehead**), who is a substantial shareholder of the Company. As announced on 13 May 2024, Mr Whitehead is a substantial shareholder, holding 5.08% of the fully paid ordinary shares in Sacgasco.
    - 2. If all Resolutions to the Notice are passed, Mr Whitehead's shareholding would increase to 69,575,570, excluding any transactions entered into between the date of the notice of initial substantial holding on 13 May 2024 and the date of this Notice. On an undiluted basis, this would increase Mr Whitehead's percentage shareholding of the Company to 6.95%.
  - ii. Ms Chunyan Niu (**Ms Niu**) has applied for 57,142,857 Shares;
    - 1. Ms Niu is not presently a substantial shareholder of the Company. However, should all Resolutions to this Notice be passed, on an undiluted basis, Ms Niu would become a substantial shareholder, with a percentage shareholding of the Company of 5.7%, excluding any other holdings Ms Niu or entities related to Ms Niu hold.
- (d) The Shares will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) 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; and
- (f) As set out in the market announcement on 20 June 2024, the funds are being raised for working capital purposes to maintain Company operations.

### 2.6 Technical information required for Resolution 4

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

- (a) The total number of Options to be issued is 104,905,102;
- (b) The Options will be exercisable at \$0.008 on or before 30 June 2026, on terms and conditions as reflected in Appendix 1 to this notice;
- (c) The Options will be issued for nil consideration as free-attaching to the Shares applied for by investors in the Tranche 1 and Tranche 2 placements, as identified in section 2.1, and accordingly no funds will be raised;

- (d) The Options will be issued to professional and sophisticated investors that have taken part in the Tranche 1 and Tranche 2 placements, which are identified in sections 2.4 and 2.5 respectively above;
- (e) As identified in section 2.5, two (2) investors have been identified as investors that are required to be disclosed under ASX Listing Rules as being investors whose identity is likely to be material to a decision by security holders to approve the issue, being Mr Whitehead and Ms Niu. Details of the free-attaching Options to be issued to each party are as follows:
- i. Should this Resolution be passed, Mr Whitehead will receive 15,000,000 Options;
  - ii. On a diluted basis, Mr Whitehead would therefore hold 84,575,570 equity securities (comprising 69,575,500 ordinary shares and 15,000,000 options) which represents 7.33% of the equity securities on issue if all options were exercised, excluding any other transactions entered into by Mr Whitehead or his related entities since his notice of substantial holding lodged 13 May 2024;
  - iii. Should this Resolution be passed, Ms Niu will receive 28,571,429 Options;
  - iv. On a diluted basis, Ms Niu would therefore hold 85,714,286 equity securities (comprising 57,142,857 ordinary Shares and 28,571,429 Options) which represents 7.44% of the equity securities on issue if all options were exercised, excluding any other holdings Ms Niu or entities related to Ms Niu hold at this time.
- (f) The Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).