

ASX Announcement

13 February 2025

2024 EGM Letter of Access, Notice of Meeting and Proxy

Omega Oil and Gas Limited (“Omega”) (ASX: OMA) attaches the following documents in relation to its General Meeting (“EGM”), being held at 9.30AM AEDT on Wednesday 19 March 2025:

- EGM Letter of Access;
- EGM Notice of Meeting; and
- Proxy Form.

This release has been authorised on behalf of the Omega Board.

For further information contact:

Trevor Brown

CEO and Managing Director

Phone 07 3778 3861

info@omegaoilandgas.com.au

ASX Announcement

7 February 2025

2025 General Meeting (Physical Meeting)

Omega Oil and Gas (ASX: OMA, Omega), the 100% holder of Potential Commercial Area (PCA) 342 and PCA 343 (Omega's Canyon Gas Field project), is holding its 2025 General Meeting ("GM") as a **physical meeting**, in a manner that is consistent with its Constitution and the Corporations Act 2001.

Meeting date

The 2025 GM of Omega will be held at 9:30am AEDT (Sydney time) on Wednesday, 19 March 2025 as a physical meeting, at Level 5, 126 Phillip Street, Sydney NSW 2000.

Participating in the meeting in person

Shareholder can attend the GM on the date and at the place set out above.

Notice of AGM

The full Notice of GM ("Notice of Meeting") is available:

1. at <https://www.asx.com.au/markets/company/oma>
2. at <https://omegaoilandgas.com.au/investor-dashboard/>
3. by contacting the Company Secretary on david.franks@automicgroup.com.au or +612 8072 1400.

Business and Resolutions at the GM

The business and resolutions of the GM, as outlined in the Notice of Meeting, are:

- **Resolution 1:** Ratification of Prior Issue of Placement Shares;
- **Resolution 2:** Approval of Issue of Placement Shares to Non-Related Party;
- **Resolution 3:** Approval of Issue of Lead Manager Placement Shares;
- **Resolution 4:** Approval of Issue of Placement Shares to Associated Entities of Mr Quentin Flannery, Director of the Company;
- **Resolution 5:** Approval of Issue of Placement Shares to Tri-Star Group Investments Pty Ltd under ASX Listing Rule 10.11; and
- **Resolution 6:** Approval of Issue of Incentive Securities to Related Party, Mr Peter Stickland, Non-Executive Director of the Company.

Your vote is important

The business of the GM affects your shareholding and your vote is important.

Voting by proxy

A personalised proxy form has been provided to each shareholder.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

BY ORDER OF THE BOARD



David Franks - Company Secretary

This release has been authorised on behalf of the Omega Board.

For further information contact:

Trevor Brown

CEO and Managing Director

Phone 07 3778 3861

info@omegaoilandgas.com.au

Omega Oil & Gas Limited

Level 3A
243 Edward Street
BRISBANE CITY QLD 4000
ACN: 644 588 787

<https://omegaoilandgas.com.au/>



Omega Oil & Gas Limited

Notice of 2025 General Meeting

Explanatory Statement | Proxy Form

Wednesday, 19 March 2025

9.30AM AEDT

Address

Automic Group
Level 5,
126 Phillip Street,
Sydney, NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2025 EGM

This Notice is given based on circumstances as at 7 February 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://omegaoilandgas.com.au/investor-dashboard/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting (**General Meeting, Meeting or EGM**) of the Shareholders to which this Notice of Meeting relates will be held at 9.30am AEDT on Wednesday, 19 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to david.franks@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 9.30am AEDT on Wednesday, 12 March 2025.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting.

Notice to Facilitate Electronic Communications with Shareholders

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to Omega Oil & Gas Limited shareholders as to how you receive communications from the Company.

Omega Oil & Gas Limited will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at the Automic website (<https://investor.automic.com.au/#/home>) with your *username and password*.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/contact-us/> or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
Email	hello@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Omega Oil & Gas Limited ACN 644 588 787 will be held at 9.30am AEDT on Wednesday, 19 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 as a physical only meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm AEDT on Monday, 17 March 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Ratification of Prior Issue of Placement Shares

1. Resolution 1 – Ratification of Prior Issue of Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 8,908,195 Placement Shares under Listing Rule 7.1A issued on 7 February 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Placement Shares

2. Resolution 2 – Approval of Issue of Placement Shares to Non-Related Party

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 491,305 Placement Shares to sophisticated and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval of Issue of Lead Manager Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 384,682 Lead Manager Placement Shares to Prenzler Group Pty Ltd (or its nominees), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Prenzler Group Pty Ltd;
- (b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of Issue of Placement Shares to Associated Entities of Mr Quentin Flannery, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 6,903,780 Placement Shares, comprising up to a maximum of 6,549,610 Placement Shares to Ilwella Pty Ltd (or its nominee(s)), up to a maximum of 336,821 Placement Shares to QJF Superannuation Pty Ltd (or its nominee(s)) and up to a maximum of 17,349 Placement Shares to Tyson Flannery (or his nominee(s)), Associated Entities of Mr Quentin Flannery, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Quentin Flannery, Ilwella Pty Ltd, QJF Superannuation Pty Ltd and Tyson Flannery;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a 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 Company); or
- (d) an Associate of that person or those persons described in (a), (b) or (c).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Approval of Issue of Placement Shares to Tri-Star Group Investments Pty Ltd under ASX Listing Rule 10.11

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 5,918,942 Placement Shares to Tri-Star Group Investments Pty Ltd (or its nominee(s)), substantial shareholder with a nominated Director on the Board, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Tri-Star Group Investments Pty Ltd;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a 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 Company); or
- (d) an Associate of that person or those persons described in (a), (b) or (c).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval of Issue of Incentive Securities to Related Party, Mr Peter Stickland, Non-Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 150,000 Unlisted Options to Mr Peter Stickland, Non-Executive Director (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr Peter Stickland (or his nominee);
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a 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 Company); or
- (d) an Associate of that person or those persons described in (a) (b) or (c).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D. Franks', with a stylized flourish at the end.

David Franks
Company Secretary

7 February 2025

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 9.30am AEDT on Wednesday, 19 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the EGM are set out below.

Resolutions

Ratification of Prior Issue of Placement Shares

Resolution 1 – Ratification of Prior Issue of Placement Shares

Background

As announced by the Company on 30 January 2025, the Company received firm commitments to raise approximately \$7.0 million (before costs) through the Placement of 22,222,222 Fully Paid Ordinary Shares to sophisticated, professional and institutional investors at \$0.315 per Share (**Placement Shares**), being the market price at the close of trading on Friday, 24 January 2025 (**Placement**).

The total capital raising program is to raise \$7.0 million (before costs) for the Company, comprising of:

1. Tranche 1: 8,908,195 Placement Shares (**Tranche 1 Placement Shares**) raising \$2,806,081 (before costs) from sophisticated and professional investors on 7 February 2025 under ASX Listing Rule 7.1A, being the subject to this Resolution;
2. Tranche 2: 13,698,709 Placement Shares (**Tranche 2 Placement Shares**) raising \$4,193,919 (before costs) from sophisticated and professional investors and related parties for the issue of 13,314,027 Placement Shares and for Lead Manager fees of \$121,175, for the issue of 384,682 Placement Shares, both subject to Shareholder approval. Of the total 13,698,709 Placement Shares proposed to be issued:
 - a. 491,305 Placement Shares to non-related parties, being the subject of Resolution 2 (**Non-Related Parties Placement Shares**);
 - b. 384,682 Placement Shares to Prenzler Group Pty Ltd, the Lead Manager of the Placement, for their services to the capital raising (**Lead Manager Placement Shares**), being the subject to Resolution 3;
 - c. 6,903,780 Placement Shares to Ilwella and its associated entities, being 6,549,610 Placement Shares to Ilwella Pty Ltd, 336,821 Placement Shares to QJF Superannuation Pty Ltd <Finco Superannuation A/C> and 17,349 Placement Shares to Tyson Flannery (together a substantial shareholder and associated entities of Mr Quentin Flannery, Director of the Company), being the subject of Resolution 4; and
 - d. 5,918,942 Placement Shares to Tri-Star Group Investments Pty Ltd, a substantial shareholder of greater than 10% who has a nominee Director on the Board pursuant to a relevant agreement, being Mr Andrew Hackwood, being the subject

of Resolution 5.

Item 2c and Item 2d together being **Related-Party Placement Shares**.

Item 1 and Item 2 together being **Capital Raising Program**.

Along with the funds raised from the Placement Shares subject to Resolutions 2, 4 and 5, the Company will utilise the funds to drive value from our assets and knowledge base, and provide flexibility for possible capture of near-term opportunities:

- Bolster the Balance Sheet to mitigate timing uncertainty regarding the FY23 R&D Tax Incentive rebate;
 - Accelerate appraisal program if positive results are obtained from the upcoming Canyon-1H fracture stimulation and flowback program (**Program**), including providing coverage and contingency in the event of unexpected operational issues during the Program; and
 - Working capital and corporate activities.
- together **Use of Placement Share Funding**.

The allottees of Tranche 1 Placement Shares are not:

- a related party of the Company;
- a KMP of the Company;
- a substantial holder of Company;
- an adviser to the Company; nor
- an associate of any of the above; and
- they are not being issued more than 1% of OMA's current issued capital.

together **"Not an Allottee under Section 7.4 of ASX Guidance Note 21"**.

The passing of this Resolution is not interdependent on approval of any other Resolution in this Notice.

ASX Listing Rules 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 8,908,195 Placement Shares, which was issued on 7 February 2025 (**Issue Date**). The 8,908,195 Placement Shares were issued under Listing Rule 7.1A.

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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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 (or Listing Rule 7.1A as applicable) and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 (or Listing Rule 7.1A as applicable).

Specifically, a note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be

excluded from variable “E” in Listing Rule 7.1A.2 (which means that the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the 8,908,195 Tranche 1 Placement Shares to sophisticated and professional investors under the Placement will be excluded in calculating the Company’s 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of the 8,908,195 Tranche 1 Placement Shares to sophisticated and professional investors under the Placement will be included in calculating the Company’s 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date, being specifically Listing Rule 7.1.A in this instance.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to sophisticated and professional investors, and are Not an Allottee under Section 7.4 of ASX Guidance Note 21, being clients of the Prenzler Group Pty Ltd and other sub-brokers undertaken through a capital raising book-building process.
- (b) The Company issued 8,908,195 Tranche 1 Placement Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 7 February 2025.
- (e) Each of the Placement Shares were issued at an issue price of \$0.315 per Placement Share, which raised \$2,806,081 (before costs).
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for the Use of Placement Share Funding.

Directors’ Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Issue of Placement Shares

Resolution 2 – Approval of Issue of Placement Shares

Background

This Resolution seeks Shareholder approval to issue and allot 491,305 Tranche 2 Placement Shares to non-related parties, including sophisticated, professional and institutional investors at \$0.315 per Share.

For further details regarding the Placement, refer to the Explanatory Statement of Resolution 1.

The effect of this Resolution is for Shareholders to approve the issue of these 491,305 Non-Related Party Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company’s 15% capacity under Listing Rule 7.1.

The allottees of 491,305 Non-Related Party Placement Shares are not:

- a related party of the Company;
- a KMP of the Company;
- a substantial holder of Company;
- an adviser to the Company; nor
- an associate of any of the above; and
- they are not being issued more than 1% of OMA's current issued capital.

together **“Not an Allottee under Section 7.4 of ASX Guidance Note 21”**.

ASX Listing Rule 7.1

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the 491,305 Non-Related Party Placement Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the 491,305 Non-Related Party Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Non-Related Party Placement Shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the 491,305 Non-Related Party Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Non-Related Party Placement Shares are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees of the Non-Related Party Placement Shares are to sophisticated and professional investors, and are Not an Allottee under Section 7.4 of ASX Guidance Note 21, being clients of the Prenzler Group Pty Ltd and other sub-brokers undertaken through a capital raising book-building process.
- (b) The maximum number of Non-Related Party Placement Shares to be issued is 491,305 Placement Shares.
- (c) Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These 491,305 Non-Related Party Placement Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Non-Related Party Placement Shares will be offered at an issue price of \$0.315 per Non-Related Party Placement Shares, to raise approximately \$154,761 (before costs).
- (f) Funds raised from the issue of the Shares will be utilised by the Company for the Use of Placement Share Funding.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 3 – Approval of Issue of Lead Manager Placement Shares

Background

This Resolution seeks Shareholder approval to issue and allot 384,682 Lead Manager Placement Shares to Prenzler Group Pty Ltd (or its nominee(s)) for their services on the capital raising.

For further details regarding the Placement, refer to the Explanatory Statement of Resolution 1.

The effect of this Resolution is for Shareholders to approve the issue of these 384,682 Lead Manager Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the 384,682 Lead Manager Placement Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Lead Manager Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Lead Manager Placement Shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Lead Manager Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Lead Manager Placement Shares are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Prenzler Group Pty Ltd (or its nominee(s)), being the Lead Manager to the Placement.
- (b) The maximum number of Lead Manager Placement Shares to be issued is 384,682.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Lead Manager Placement Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (e) The Lead Manager Placement Shares will be offered at an issue price of \$0.315 per Lead Manager Placement Share.
- (f) Funds will not be raised from the issue of these Lead Manager Placement Shares as the issue is proposed to be made to remunerate the Lead Manager for their services in the capital raising.
- (g) The Lead Manager Placement Shares were issued under an agreement between the Company and Prenzler Group Pty Ltd. The material terms of the agreement are set out in Annexure A of this Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 4 & 5 – Approval of Issue of Placement Shares to Associated Entities of Mr Quentin Flannery, Director of the Company, and to Tri-Star Group Investments Pty Ltd, under ASX Listing Rule 10.11

Background

Resolutions 4 & 5 seek Shareholder approval to issue and allot:

- A maximum of 6,903,780 Tranche 2 Placement Shares, comprising up to a maximum of 6,549,610 Placement Shares to Ilwella Pty Ltd (**Ilwella**), a maximum of 336,821 Placement Shares to QJF Superannuation Pty Ltd <Finco Superannuation A/C> (**QJF**) and up to a maximum of 17,349 Placement Shares to Tyson Flannery, with Ilwella and associates being a substantial shareholder and associated entities of Mr Quentin Flannery, Director of the Company), at an issue price of \$0.315 per Share raising approximately \$2,174,691 (before costs); and
- A maximum of 5,918,942 Tranche 2 Placement Shares to Tri-Star Group Investments Pty Ltd (**Tri-Star**), a substantial shareholder of greater than 10% who has a nominee Director on the Board pursuant to a relevant agreement, being Mr Andrew Hackwood, at an issue price of \$0.315 per Share raising approximately \$1,864,467 (before costs).

(Ilwella, QJF, Tyson Flannery and Tri-Star together '**Related Parties**').

Resolutions 4 and 5 are part of the capital raising, with the funds raised to be utilised for the Use of Placement Share Funding.

For further details regarding the Placement, refer to the Explanatory Statement of Resolution 1.

Ilwella and associated entities currently holds 95,794,732 Shares in the Company, representing 29.11% of the issued share capital of the Company (or 29.92% prior to the issue of the Tranche 1 Placement Shares under Resolution 1). Following completion of the issue of the Shares further to Resolutions 2, 3, 4 & 5, Ilwella and associated entities will hold approximately 102,698,512 Shares, representing approximately 29.96% of the share capital of the Company.

Tri-Star currently holds 62,227,119 Shares in the Company, representing 18.91% of the issued share capital of the Company (or 19.43% prior to the issue of the Tranche 1 Placement Shares under Resolution 1). Following completion of the issue of the Shares further to Resolutions 2, 3, 4 & 5, Tri-Star will hold approximately 68,146,061 Shares, representing approximately 19.88% of the share capital of the Company.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As the Related Parties are persons and/or entities in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 4 & 5 seek the required Shareholder approval to issue the Related Party Placement Shares to the Related Parties under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 4 or 5 are passed, the Company will be able to proceed with the proposed issue of Related Party Placement Shares to the recipient(s) of that resolution which has passed.

If Resolutions 4 or 5 are not passed, the Company will not be able to proceed with the proposed issue of Related Party Placement Shares to the recipient(s) of that resolution which has not passed.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Related Party Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Mr Stephen Harrison, Mr Trevor Brown, Mr Michael Sandy and Mr Peter Stickland) carefully considered the issue of these Related Party Placement Shares to the Related Parties and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company under the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Related Party Placement Shares to the Related Parties fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Related Party Placement Shares to the Related Parties requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Related Party Placement Shares to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
 - (i) Resolution 4: Ilwella, QJF and Tyson Flannery (or their nominee(s)); and
 - (ii) Resolution 5: Tri-Star (or its nominee(s)).
- (b) Ilwella, QJF and Tyson Flannery are associated entities of Mr Quentin Flannery, Director of the Company, and therefore falls within the related party category referred to in ASX Listing Rule 10.11.1;
- (c) Tri-Star is a substantial shareholder, who has a nominee Director on the Board pursuant to a relevant agreement, being Mr Andrew Hackwood, and therefore falls within the related party category referred to in ASX Listing Rule 10.11.3.
- (d) The maximum number of Placement Shares to be issued are:
 - (i) Resolution 4: A maximum of 6,903,780 Tranche 2 Placement Shares, comprising up to a maximum of 6,549,610 Tranche 2 Placement Shares to Ilwella, up to a maximum of 336,821 Tranche 2 Placement Shares to QJF and up to a maximum of 17,349 Placement Shares to Tyson Flannery; and
 - (ii) Resolution 5: A maximum of 5,918,942 Placement Shares to Tri-Star.
- (e) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Related Party Placement Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Related Party Placement Shares will be offered at an issue price of \$0.315 per Tranche 2 Placement Share, which will raise approximately \$2,174,691 (before costs) from Ilwella, QJF and Tyson Flannery, and approximately \$1,864,467 (before costs) for Tri-Star.
- (h) Funds raised from the issue of the Shares will be utilised by the Company for the Use of Placement Share Funding.

Directors’ Recommendation

The Board of Directors (excluding Mr Flannery and Mr Hackwood) recommend Shareholders vote for Resolution 4 & 5.

The Chair intends to vote all undirected proxies in favour of Resolutions 4 & 5.

Resolution 6 – Approval for the Issue of Incentive Securities to Related Party, Mr Peter Stickland, Non-Executive Director of the Company

Background

This Resolution seeks Shareholder approval to issue 150,000 Unlisted Options on the terms noted below (**NED Options**) to Mr Peter Stickland, Non-Executive Director of the Company.

The Company is proposing to provide Mr Stickland an incentive package, aligned with the incentive packages of the other Non-Executive Directors, subject to Shareholder approval. The proposed incentive package is for one tranche only (as opposed to three tranches for the other directors), aligning to the third tranche of the current incentive packages on foot. It is proposed that Mr Stickland would receive 150,000 NED Options, issued in one tranche as follows:

1. 150,000 Unlisted Options, exercisable at \$0.39 (being a 50% premium to the closing share price on the day prior to Mr Stickland's appointment), vesting on 21 October 2025, expiring on 21 October 2027.

Other material terms of the options are set out in Annexure B of this Notice.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Stickland is a Non-Executive Director of the Company, Mr Stickland is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the NED Options to Mr Stickland under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of NED Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of NED Options to Mr Stickland. If this occurs, the Company may consider other forms of remuneration for Mr Stickland, such as cash remuneration, which is to be determined by the non-conflicted Directors of the Company.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of NED Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Stephen Harrison, Mr Quentin Flannery, Mr Trevor Brown, Mr Andrew Hackwood and Mr Michael Sandy) carefully considered the issue of these NED Options to Mr Stickland and formed the view that the giving of this financial benefit are on arm’s length terms, as the NED Options are proposed to be issue on the same terms as offered to the other Non-Executive Directors of the Company, which Shareholders have previously approved. Furthermore the non-conflicted Directors of the Company formed the view that the giving of this financial benefit would be reasonable in the circumstance.

Accordingly, the non-conflicted Directors of the Company believe that the issue of NED Options to Mr Stickland fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on these exceptions for the purposes of this Resolution. Therefore, the proposed issue of NED Options to Mr Stickland requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the NED Options to Mr Stickland is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Mr Peter Stickland (or his nominee).
- (b) Mr Stickland is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.11.1.
- (c) The maximum number of NED Options to be issued is 150,000.
- (d) The full terms of the NED Options are set out above and Annexure B of this Notice.
- (e) The NED Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The NED Options will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue of these NED Options as the issue is proposed to be made as part of Mr Stickland’s remuneration package.
- (h) The current total remuneration package received by Mr Stickland is:
 - (i) Non-Executive Director Fees: \$48,000 per annum; and
 - (ii) Incentive Package: 150,000 Unlisted Options, which are the subject of this Resolution.

Directors' Recommendation

The Board of Directors (excluding Mr Stickland) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on (02) 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Omega Oil & Gas Limited ACN 644 588 787.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **EGM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Ilwella means Ilwella Pty Ltd and associated entities, being a substantial shareholder and entity associated with Director Mr Quentin Flannery.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lead Manager means Prenzler Group Pty Ltd, being the Lead Manager to the Placement announced on 30 January 2025.

Lead Manager Placement Shares means the Placement Shares to be issued to the Lead Manager, being the subject of Resolution 3.

Notice of Meeting or **Notice of General Meeting** means this notice of meeting dated 7 February 2025 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

QFJ means QJF Superannuation Pty Ltd <Finco Superannuation A/C> and associated entities, being a substantial shareholder and entity associated with Director Mr Quentin Flannery.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Tri-Star means Tri-Star Group Investments Pty Ltd and associated entities, being a substantial shareholder of greater than 10% and who has a nominee Director on the Board pursuant to a relevant agreement, being Mr Andrew Hackwood.

Tyson Flannery means Tyson Flannery and associated entities, being a substantial shareholder and entity associated with Director Mr Quentin Flannery.

Use of Placement Share Funding means the purpose and use of funding for the Capital Raising Program announced to the ASX on 30 January 2025 and being subject to Resolutions 1, 2, 4 & 5.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Material Terms of the Lead Manager Mandate (Resolution 3)

The key terms of the Lead Manager Mandate are set out in this annexure:

1. Mandate to Act as Lead Manager to Share Placement between Prenzler Group Pty Ltd and the Company dated 28 January 2025 (**Mandate**).
2. Prenzler Group will act as sole and exclusive Lead Manager to the placement subject to satisfaction of the conditions in this Mandate.
3. In its role as Lead Manager to the placement, Prenzler Group will provide the Company with all necessary assistance in managing and arranging the placement as is customary and appropriate in placements of the nature of the placement, including
 - a. Issue Management;
 - b. Establish and facilitate demand for the placement Shares;
 - c. Lead the process for seeking bids from Prenzler Group's client base of institutional and high net worth investors including securing 'cornerstone bids' from select groups;
 - d. Assist the Company to maximise receipts by contacting Prenzler Group's network of stock brokers and assisting them in engaging with OMA shareholders to ensure they understand the issue, the Company, its objectives and the use of funds;
 - e. Assist the Company to prepare an appropriate presentation to support any roadshow or selling initiatives as well as a term sheet and other required information;
 - f. Provide strategic market feedback and advice as required during placement; and
 - g. Assist with the management of the marketing processes for the placement, including strategies to encourage investors to subscribe for placement Shares.
4. This Mandate is exclusive to Prenzler Group for a period of 1 month from execution of this Mandate, in relation to all matters outlined in this engagement letter and the terms and conditions and, unless Prenzler Group agrees expressly to the contrary in writing, the Company must not give a mandate that is in part or whole substantially similar to this Mandate to any other person during the currency of this Mandate.
5. Prenzler Group's Lead Manager fee in relation to the placement will be:
 - a. 2% in shares on the amount invested by Ilwella and Tri- Star;
 - b. 6% on all separate funds raised; and
 - c. Prenzler will be further paid 1% in shares on the amount invested by Ilwella and Tri-Star at the raise price. These shares will be issued on the date that is 6 months after the closing date of the Capital Raising Program
6. DvP settlement for a further fee of \$7,500, with costs to be paid by the Company.
7. Other terms and conditions considered standard for the mandate of this type.

Annexure B – Material Terms of the Options (Resolution 6)

The key terms of the unlisted options are set out in this annexure, being 150,000 unlisted options (**Options**) to subscribe for fully paid ordinary shares (**Shares**) in Omega Oil and Gas Limited (**Company**) issued on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

(b) Exercise price

The exercise price of each Option will be \$0.39 (**Exercise Price**).

(c) Vesting

The Options shall vest on 21 October 2025, subject to being a director of the Company at that time.

In addition, all unvested Options will vest on a Change of Control Event (as defined below) occurring.

For the purposes of these terms and conditions, **Change of Control Event** means:

- (i) a change in Control (as defined in section 50AA of the Corporations Act) of the Company;
- (ii) the announcement by the Company that shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled, or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement;
- (iii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest (as defined in section 608 of the Corporations Act) in, more than fifty per cent (50%) of all Shares on issue (Issued Capital);
- (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
- (v) where a Takeover Bid (as defined in the Corporations Act) is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates (as defined in section 12 of the Corporations Act)) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company or its corporate group.

(d) Expiry date

The expiry date of each Option is 5.00pm (AEDT) on 21 October 2027 (**Expiry Date**).

(e) Exercise period

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

(f) Notice of exercise

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

(g) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then issued Shares.

(h) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(i) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) Timing of issue of Shares

- (i) After an Option is validly exercised, the Company must as soon as possible:
 - (A) issue the Share; and
 - (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.
- (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.
- (iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:
 - (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
 - (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

(k) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(l) No adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

(m) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Options holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable.

(o) Lodgement instructions

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

Your proxy voting instruction must be received by **9.30am (AEDT) on Monday, 17 March 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
 GPO Box 5193
 Sydney NSW 2001

IN PERSON:

Automic
 Level 5, 126 Phillip Street
 Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
 +61 2 9698 5414 (Overseas)

