

# Pilot Energy Limited

ACN 115 229 984

## Cleansing Prospectus

For the offer of:

- 10,000 New Shares at an issue price of \$0.01 to raise \$100; and
- 10,000 New Options with an exercise price of \$0.033 and expiring 13 December 2026.

The Offer is only made to and capable of acceptance by invitees determined by the Directors. The Options Offer closes at 5.00pm (AEST) on 17 April 2025 and the Share Offer closes at 5.00pm (AEST) on 12 June 2025.

### IMPORTANT NOTICE

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Securities issued prior to the applicable Closing Date without disclosure under Part 6D.2 of the Corporations Act. This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. It does not, itself, contain all the information that is generally required to be set out in a full prospectus, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus. You should read this Prospectus in its entirety before deciding whether to take up New Shares or New Options under the Offer.

If after reading this Prospectus, you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser without delay.

The New Shares and New Options being offered by this Prospectus should be considered speculative. The general advice provided in this Prospectus has been prepared without taking into account the specific personal circumstances of investors.

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# IMPORTANT INFORMATION

## General

The Prospectus is dated 16 April 2025 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

## The Offer

The Options Offer closes at 5.00pm (AEST) on 17 April 2025 and the Share Offer closes at 5.00pm (AEST) on 12 June 2025. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Company reserves the right to close either Offer early, to extend the Closing Date applicable to that Offer, or not to proceed with either or both Offers.

Please refer to **Section 1.1** for further information. No Securities will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

## Disclosure

This Prospectus is a transaction specific prospectus for an offer of New Shares and New Options and has been prepared in accordance with section 713 of the Corporations Act.

Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain certain information in relation to the effect of the issue of the New Shares and New Options by the Company, and the rights and liabilities attaching to the New Shares and New Options. The Prospectus does not need to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company.

This Prospectus incorporates by reference information contained in documents lodged with ASIC. A document incorporated by reference in this Prospectus may be obtained free of charge from the Company during the application period.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No person is authorised to give information or to make any representation in connection with this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

## Continuous disclosure obligations

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

This Prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act to facilitate the secondary trading of certain Securities issued prior to the Share Offer Closing Date or the Options Offer Closing Date (as applicable) without disclosure under Part 6D.2 of the Corporations Act.

Please refer to **Section 2.1** for further details.

### **Application by invitation only**

The Company will only distribute this Prospectus to those specific investors invited by the Directors to subscribe for the New Shares and New Options pursuant to this Prospectus. Accordingly, if you have not been invited by the Directors to subscribe for the New Shares and New Options pursuant to this Prospectus, you cannot subscribe for New Shares and New Options pursuant to this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares and New Options being offered by this Prospectus should be considered as highly speculative.

Applications for New Shares and New Options offered pursuant to this Prospectus can only be made by an original Application Form. The right to participate in the Offer is not transferable. Please carefully read and follow the instructions in this Prospectus and on the accompanying Application Form when subscribing for New Shares or New Options.

### **Electronic Prospectus**

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional copy of this Prospectus (free of charge) by contacting the Company. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. The

Company will not accept a completed Application Form if it has reason to believe that the applicant has not received a complete and unaltered copy of the Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### **Company website**

No document or other information available on the Company's website is incorporated into this Prospectus by reference.

### **No Investment Advice**

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for New Shares or New Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### **Forward-looking statements**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this

Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in **Section 3**.

The past performance of the price of the Company's Securities provides no guidance or indication as to how the price of the New Shares or New Options will perform in the future.

### **Offer restrictions**

The Offer is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of New Shares or New Options. No action has been taken to register the Offer or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in **Section 7**.

All references on time in this Prospectus are references to Australian Eastern Standard Time, unless otherwise disclosed.

### **Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

For further details on how the Company collects, stores, uses and discloses your personal information, please read the Company's privacy policy available at [https://www.pilotenergy.com.au/sites/default/files/files/Pilot%20Privacy%20Policy%202021\(1\).pdf](https://www.pilotenergy.com.au/sites/default/files/files/Pilot%20Privacy%20Policy%202021(1).pdf).

For further details, including how to access and correct your personal information, and on the share registry's privacy complaints handling procedure, please contact the share registry's Privacy Officer at [privacyofficer@boardroomlimited.com.au](mailto:privacyofficer@boardroomlimited.com.au) or see its Privacy Policy at <https://boardroomlimited.com.au/corp/privacy-policy/>.

### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without

delay. Should you have any questions about the Offer or how to accept the Offer please

email the Company Secretary on [cfriedlander@pilotenergy.com.au](mailto:cfriedlander@pilotenergy.com.au).

## **CORPORATE DIRECTORY**

### **Directors**

Greg Columbus (Non-executive Chair)  
Brad Lingo (Managing Director)  
Natalie Wallace (Non-executive Director)  
Alexander Sundich (Non-executive Director)

### **Company Secretary**

Cate Friedlander

### **Registered Office**

Suite 2, Ground Floor  
100 Havelock Street  
West Perth WA 6005

### **Share Registry\***

Boardroom Pty Limited  
Level 8  
210 George Street  
Sydney NSW 2000

### **Legal Advisors**

MinterEllison  
Level 40, Governor Macquarie Tower  
1 Farrer Place  
Sydney NSW 2000

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

### **Auditor\***

RSM Australia  
Exchange Tower  
Level 32/2 The Esplanade  
Perth, WA, 6000

### **ASX Code**

PGY

### **Website**

[www.pilotenergy.com.au](http://www.pilotenergy.com.au)

# 1. DETAILS OF THE OFFER

## 1.1 Summary of the Offer

The Company invites certain persons by invitation only to apply for up to:

- 10,000 new ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$0.01 per New Share (**Share Offer**) to raise up to \$100 (before the costs of the Offer); and
- 10,000 new Listed Options (ASX: PGYOA) (**New Options**) with an exercise price of \$0.033 and expiring 13 December 2026 (**Options Offer**).

The Offer will only be extended to selected parties on invitation from the Directors. The Company will only provide Application Forms to these parties.

## 1.2 Timetable

The timetable for the Offer is as follows:

Event	Date*
Lodgement of this Prospectus with ASIC and ASX	16 April 2025
Opening Date of Offer	9.00am (AEST) on 16 April 2025
Closing Date of Options Offer	5.00pm (AEST) on 17 April 2025
Issue of Tranche 1 Placement Shares	24 April 2025
General Meeting of Shareholders**	On or about 4 June 2025
Issue of Tranche 2 Placement Shares and Attaching Options***	On or about 10 June 2025
Closing Date of Share Offer	5.00pm (AEST) on 12 June 2025

\*The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date applicable to each Offer, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending either Offer or accepting late acceptances, either generally or in particular cases. No cooling-off rights apply to applications submitted under the Offer. The commencement of quotation of the New Shares and New Options is subject to confirmation from ASX.

\*\* As at the date of this Prospectus, the Company has not yet dispatched a notice of meeting to Shareholders seeking approval of Tranche 2 Placement Shares and Attaching Options. It is anticipated that the relevant meeting will be held on or about 4 June 2025, with the Tranche 2 Placement Shares and Attaching Options to be issued as soon as reasonably practicable following such approval being obtained.

\*\*\* The issue of the Tranche 2 Placement Shares and Attaching Options, including the issue of Securities to Directors in connection with the Placement as described in **Section 6.5(a)**, is subject to the Company obtaining Shareholder approval at the general meeting of Shareholders proposed to be held on or about 4 June 2025.



### **1.3 Rights and liabilities attaching to New Shares and New Options**

- (a) The New Shares to be issued pursuant to the Share Offer are of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in **Section 4**.
- (b) The New Options to be issued pursuant to the Options Offer are of the same class and will rank equally in all respects with the existing PGYOA class Listed Options on issue. The rights and liabilities attaching to PGYOA Listed Options are further described in **Section 5**.

### **1.4 Minimum subscription**

There is no minimum subscription for New Shares or New Options under the Offer.

### **1.5 No Underwriting**

The Offer is not underwritten.

### **1.6 Applications**

An Application for New Shares or New Options under the Offer may only be made by persons on invitation from the Directors and must be made using the personalised Application Form accompanying this Prospectus. To the maximum extent permitted by law, the Directors may, in its discretion, determine whether to accept any or all Applications.

Completed Application Forms must be delivered on or before the Closing Date for the Share Offer or Options Offer (as applicable) to the Share Registry at Level 8, 210 George Street, Sydney, NSW 2000.

Completed Application Forms must reach the address set out above no later than the Closing Date for the Share Offer or Options Offer (as applicable).

### **1.7 Issuance**

The New Shares will be issued as soon as practicable after the Closing Date for the Share Offer and the New Options will be issued as soon as practicable after the Closing Date for the Options Offer. In accordance with section 722(1) of the Corporations Act, until the issue of the New Shares, all Application Monies will be held in trust by the Company. No Securities will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. Application money will be refunded to unsuccessful applicants without interest as soon as reasonably practicable after the close of the Share Offer.

### **1.8 ASX quotation**

Application for Official Quotation of the New Shares and New Options offered pursuant to this Prospectus will be made within seven days of the date of this Prospectus.

If the New Shares and New Options are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares or New Options and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act without interest.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation to the New Shares or New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares or New Options now offered for subscription.

### **1.9 Overseas investors**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of New Shares or New Options in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to

them of the Share or Listed Option offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

#### **1.10 Taxation**

It is the responsibility of an investor to satisfy itself of the particular taxation treatment that applies to it in relation to the Offer, by consulting its professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

#### **1.11 Enquiries**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company Secretary at [cfriedlander@pilotenergy.com.au](mailto:cfriedlander@pilotenergy.com.au).

## 2. PURPOSE AND EFFECT OF THE OFFER

### 2.1 The Offer

Under this Prospectus, Pilot Energy Limited (**Company**) invites certain persons by invitation only to apply for up to:

- 10,000 New Shares at an issue price of \$0.01 per New Share to raise up to \$100 (before the costs of the Offer); and
- 10,000 New Options with an exercise price of \$0.033 and expiring 13 December 2026.

The Offer will only be extended to selected parties on invitation from the Directors. The Company will only provide Application Forms to these parties.

The New Shares offered under this Prospectus will rank equally with the existing Shares on issue. A summary of the material rights and liabilities attaching to the Shares is set out in **Section 4**.

The New Options offered under this Prospectus will rank equally with the existing PGYOA Listed Options on issue. A summary of the material rights and liabilities attaching to the PGYOA Listed Options is set out in **Section 5**.

### 2.2 Purpose of the Offer (and the issue of this Prospectus)

The Company is seeking to raise only a nominal amount of \$100 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

Any New Shares and New Options issued under the Offer will be issued within the Company's existing placement capacity under ASX Listing Rules 7.1 or 7.1A.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares or PGYOA Options (including those Securities described in **Section 2.3(a), (b), (c) and (d)1.1(b)** below) issued by the Company prior to the applicable Closing Date.

If securities are issued to an investor without a disclosure document then the on-sale of those securities is generally restricted pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act). If the Company does not fall within one of those exemptions, any securities issued to an exempt investor in accordance with section 708 of the Corporations Act may be restricted from on-sale for the first 12 months from the date of issue unless the investor (to whom the securities may be on-sold) also falls within one of the exemptions.

As the Company's Shares have been suspended from trading on ASX for more than 5 days during the 12 months preceding the Lodgement Date, the Company is precluded from relying on lodging a cleansing notice under section 708A(5) of the Corporations Act to remove any such trading restrictions which would otherwise apply in respect of Securities issued by the Company prior to the Closing Date for the Share Offer or Options Offer (as applicable).

Relevantly, section 708A(11) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX (section 708A(11)(a));
- a prospectus is lodged with ASIC either:
  - on or after the day on which the relevant securities were issued but before the day on which the sale offer is made (section 708A(11)(b)(i)); or

- before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, this Prospectus has been issued to facilitate secondary trading of Shares and PGYOA Options that have or will be issued without disclosure to investors under Part 6D.2 of the Corporations Act prior to the applicable Closing Date, including the Consultant Shares, GFD Shares, Placement Options, Broker Options, Tranche 1 Placement Shares, Tranche 2 Placement Shares and Attaching Options.

## 2.3 Issued Securities

### (a) Placement Shares and Attaching Options

As announced on 16 April 2025, the Company has procured firm commitments for a placement to sophisticated, professional and institutional investors of a total of 500,000,003 Shares (with one free Attaching Option for every one Placement Share subscribed for) at an issue price of \$0.01, to raise \$5 million (before costs) (**Placement** or **Placement Shares**).

The Placement Shares are to be issued as follows:

- **Tranche 1** – 324,415,003 Placement Shares will be issued under the Company's available placement capacity under Listing Rules 7.1 and 7.1A (**Tranche 1 Placement Shares**); and
- **Tranche 2** – 175,585,000 Placement Shares will be issued subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025 (**Tranche 2 Placement Shares**).

Each participant in the Placement will receive one free attaching PGYOA Option for every one Placement Share subscribed for under the Placement (up to 500,000,003 PGYOA Options), subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025 (**Attaching Options**).

Alpine Capital was appointed to manage the Placement and will receive a management fee of 2% and selling fee of 3% of the gross proceeds raised under the Placement, together with an incentive fee of 1%, payable at the Company's discretion, having regard to the overall execution and performance of the Placement.

Funds raised from the Placement are intended to be applied in accordance with the Company's announcement to the ASX regarding the Placement on 16 April 2025, including towards:

- closing the Korean Consortium transaction previously announced to the ASX on 16 January 2025;
- meeting the ongoing operating and regulatory compliance costs associated with the suspension of production from the Cliff Head project and the transition of the project into a carbon storage operation;
- servicing existing financing facilities and paying the costs of the Placement; and
- general working capital.

The Company has not yet issued any Shares or Attaching Options under the Placement. The Company intends to issue the Tranche 1 Placement Shares in accordance with the timetable in this Prospectus, on or about 24 April 2025. Subject to Shareholder approval at the general meeting

of Shareholders to be held on or about 4 June 2025, the Company intends to issue the Tranche 2 Placement Shares and Attaching Options.

**(b) Placement Options and Broker Options**

On 8 January 2025, following Shareholder approval being obtained at the general meeting of the Company held on 12 December 2024, the Company issued:

- 107,091,607 Listed Options (ASX: PGYOA) (**Placement Options**) in satisfaction of the terms of a placement of new Securities announced on 14 October 2024 (**October 2024 Placement**) to sophisticated investors, with each investor receiving one Placement Option for every two new Securities subscribed for under the October 2024 Placement; and
- 15,000,000 Listed Options (ASX: PGYOA) to Whairo Capital Pty Ltd and 15,000,000 Listed Options to Alpine Capital Pty Ltd (ASX: PGYOA) (collectively, **Broker Options**) as joint lead managers in connection with the October 2024 Placement, on identical terms to the Placement Options.

**(c) Consultant Shares**

On 17 February 2025, following shareholder approval being obtained at the annual general meeting of the Company held on 12 February 2025, the Company issued 4,088,444 Shares (**Consultant Shares**) to consultants who provide ongoing corporate development and technical services in relation to the conduct of the business of the Company and development of its projects (**Consultants**).

Under their respective terms of engagement, the Consultants may elect to receive (all of, or such portion as the Consultant nominates) the Consultant's consideration for the provision of services under the terms of engagement in Shares in the Company, in lieu of cash payment.

Accordingly, on 17 February 2025 the Company issued 1,063,830 Consultant Shares to Miro Partners at an issue price of \$0.18 and 3,024,614 Shares to Energise Renewables Pty Ltd ATF Energise Renewables Trust at an issue price of \$0.013.

**(d) GFD Shares**

On 18 December 2024, following shareholder approval being obtained at a general meeting of the Company held on 19 September 2024, the Company issued 12,500,000 new Shares to nominees of Green Fuel Developments Pty Ltd (**GFD**) without disclosure to investors under Part 6D.2 of the Corporations Act (**GFD Shares**) as part consideration payable under a services agreement between GFD and the Company in the manner described in the notice of general meeting of the Company released to the ASX on 19 August 2024.

**(e) Convertible Notes**

On 17 February 2025, the Company issued two Convertible Notes to sophisticated investors to raise, in aggregate, \$1,805,000.

The terms of the Convertible Notes issued on 17 February 2025 are set out in the Company's ASX announcement released on 23 January 2025.

On 28 March 2025 and 14 April 2025, pursuant to an agreement entered into with Discovery Investments (operator of an investment syndicate) previously announced to the ASX on 11 November 2024, the Company issued seven and two, respectively, further Convertible Notes with an aggregate face value of \$2,700,000 to participants in the Discovery Investments investment syndicate who are sophisticated investors. The terms and conditions applicable to these Convertible Notes are set out in the Company's 11 November 2024 announcement. The issue of these Convertible Notes was approved by Shareholders at the Company's annual general meeting held on 12 February 2025.

Under the terms of the Company's agreement with Discovery Investments:

- Discovery Investments may elect to subscribe for additional Convertible Notes with a face value of up to \$300,000 without need for further Shareholder approval, however, as at the date of this Prospectus, Discovery Investments Pty Ltd has not done so; and
- Discovery Investments has warranted to the Company that it (and any investor within its investor syndicate that acquires Securities under the Company's agreement with Discovery Investments) is a sophisticated investor for the purposes of sections 708(8)-(10) of the Corporations Act and agreed to indemnify the Company, its' directors and officers for any loss or damage suffered as a result of any breach by Discovery Investments of any applicable selling restrictions under the Corporations Act.

## 2.4 Financial effect of the Offer

After expenses of the Offer, there will be no proceeds from the Offer. The expenses of the Offer will be met from the Company's cash reserves and funds raised under the Placement.

As such, the Offer will have an effect on the Company's financial position, being receipt of funds of up to \$100 less costs of preparing the Prospectus of approximately \$45,000.

## 2.5 The effect of the Offer on the capital structure

The Offer will have a negligible effect on the capital structure of the Company as only 10,000 New Shares and 10,000 New Options may be issued under this Prospectus.

### (a) Securities on issue before the Offer

Prior to the issue of any New Shares or New Options, the capital structure of the Company is as set out in the following table:

Security on issue	Number on issue
Shares	1,658,660,009
Listed Options	347,504,482
Unlisted Options*	124,846,153
Convertible Notes (detailed below in <b>Section (d)**</b> )	26
<b>Total number of Shares that would be on issue assuming that all of the Listed Options and other Unlisted Options and Convertible Notes were exercised</b>	<b>2,622,927,311</b>

\* Upon (and assuming) their exercise, each Option will convert into one Share, and the total of Shares on issue will increase accordingly.

\*\* Upon (and assuming) their conversion, the Convertible Notes will convert into a maximum of 491,916,667 Shares, and the total of Shares on issue will increase accordingly. If Shareholder approval is obtained at the general meeting of the Company to be held on or about 4 June 2025 to reduce the conversion price applicable to certain Convertible Notes, the maximum number of Shares will increase to 646,916,667 (see **Section (d)** for more information).

### (b) Securities on issue following the Offer (assuming full take-up of the Offer)

Following the issue of the New Shares and New Options, the capital structure of the Company will be as set out in the following table:

Security on issue	Number on issue
Shares*	1,658,660,009 + 10,000 New Shares + 500,000,003 Tranche 1 and 2 Placement Shares
Listed Options	347,504,482 + 10,000 New Options + 500,000,003 Attaching Options
Unlisted Options**	124,846,153
Convertible Notes (detailed below in <b>Section (d)</b> ***)	26
<b>Total number of Shares that would be on issue assuming that all of the Existing Options, New Options and Convertible Notes were exercised</b>	<b>3,622,947,317</b>

\* In addition to completion of the Offer under this Prospectus, the also includes the effect of the issue of the Tranche 1 Placement Shares, the Tranche 2 Placement Shares and Attaching Options, will occur on or before completion of the Offer.

\*\* Upon (and assuming) their exercise, each Option will convert into one Share, and the total of Shares on issue will increase accordingly.

\*\*\* Upon (and assuming) their conversion, the Convertible Notes will convert into a maximum of 491,916,667 Shares, and the total of Shares on issue will increase accordingly. If Shareholder approval is obtained at the general meeting of the Company to be held on or about 4 June 2025 to reduce the conversion price applicable to certain Convertible Notes, the maximum number of Shares will increase to 646,916,667 (see **Section (d)** for more information).

### (c) Existing Options

The Company currently has the following Options on issue:

Description of Unlisted Options	Number on issue
PGYAD: Option expiring 4 November 2025 (ex \$0.07)	10,000,000
PGYAH: Option expiring 30 April 2026 (ex \$0.02)	88,846,153
PGYAS: Option expiring 1 November 2026 (ex \$0.05)	6,000,000
PGYAT: Option expiring 7 February 2027 (ex \$0.0405)	20,000,000
<b>Total Unlisted Options on issue</b>	<b>124,846,153</b>

Description of Listed Options	Number on issue
PGYO: Option expiring 25 August 2025	210,412,875
PGYOA: Option expiring 13 December 2026	137,091,607
<b>Total Listed Options on issue</b>	<b>347,504,482</b>

#### (d) Convertible Notes

The Company has 26 Convertible Notes on issue to a range of sophisticated investors.

The full terms of each of the notes are set out in the Company's announcements on ASX dated 4 May 2023, 15 December 2023, 11 November 2024 and 23 January 2025.

The Convertible Notes issued on 27 June 2023 and 19 February 2024 have a term of two years from the date of their issue and are convertible at the election of each noteholder at any time during the term (excluding in the first five months after the date of issue of the Convertible Notes). The Company has previously issued tranches of Convertible Notes with:

- (i) an aggregate face value of \$2,900,000 and conversion price of \$0.02; and
- (ii) an aggregate face value of \$3,200,000 and conversion price of \$0.03.

The number of Shares which the Company must issue upon conversion of the Convertible Notes is equal to the aggregate face value of the Convertible Notes divided by the conversion price. Therefore, the maximum number of Shares that will be issued assuming conversion of the Convertible Notes in full is currently 251,666,667.

As referred to on page 23 of the Company's corporate presentation released to the ASX on 14 April 2025, the Company has made an offer to the holders of these Convertible Notes to extend the maturity date of the Convertible Notes from 21 June 2025 and 19 February 2026, respectively, until 31 December 2026 in consideration for the conversion price applicable to the Convertible Notes being reduced to \$0.015, being 1.5x the price at which the Company proposes to issue the Placement Shares. These changes are subject to Shareholder approval at a general meeting of the Company to be held on or about 4 June 2025. If Shareholder approval is obtained at the meeting, the maximum number of Shares that will be issued assuming conversion of these Convertible Notes in full will increase to 406,666,667.

The Convertible Notes issued on 17 February 2025 expire on 31 December 2026 and are convertible at the election of each noteholder at any time during the term (excluding in the first six months after the date of issue of the Convertible Notes). The aggregate face value of these two Convertible Notes is \$1,805,000 and the conversion price under each note is \$0.02. The number of Shares which the Company must issue upon conversion of the Convertible Notes is equal to the aggregate face value of the Convertible Notes divided by the conversion price. Therefore, the maximum number of Shares that will be issued assuming conversion of the two Convertible Notes on issue is 90,250,000.

The Convertible Notes issued on 28 March 2025 and 14 April 2025 expire on 31 December 2027 and are convertible at the election of each noteholder at any time during the term (excluding in the first six months after the date of issue of the Convertible Notes). The aggregate face value of these nine Convertible Notes is \$2,700,000 and the conversion price under each note is \$0.02. As noted in **Section 2.3(e)**, Discovery Investments may elect to subscribe for additional Convertible Notes with a face value of up to \$300,000 and otherwise on equivalent terms, meaning these Convertible Notes have a maximum aggregate face value of \$3,000,000.

The number of Shares which the Company must issue upon conversion of the Convertible Notes (assuming Convertible Notes are issued for up to the maximum aggregate face value of \$3,000,000) is equal to the aggregate face value of the Convertible Notes divided by the conversion price. Therefore, the maximum number of Shares that will be issued assuming conversion of all of these Convertible Notes on issue is 150,000,000.



## **2.6 Effect of the Offer on control**

The issue of New Shares and New Options under this Prospectus and under the Placement is not expected to have any material effect on the control of the Company.

## **2.7 Dilution risk**

Given the nominal amount raised under the Offer, there will be minimal dilution impact to exist Shareholders. Each Shareholder's voting power in the Company will be diluted by a negligible amount.

### 3. RISK FACTORS

As with any investment in securities, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. This **Section 3** identifies the major areas of risk associated with an investment in the Company but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for New Shares or New Options under the Offer.

#### 3.1 Specific risks

##### (a) Additional requirements for capital

The funding of any further ongoing capital requirements will depend upon a number of factors, including the extent of the Company's ability to generate income from activities which the Company cannot forecast with any certainty. Any additional equity financing will be dilutive to shareholders, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional funding as needed, it may not be able to take advantage of opportunities or develop projects. Further, the Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

##### (b) Exploration, operations and activities risk

There is no assurance that any exploration or feasibility assessment on current or future interests will result in the discovery of an economic energy project. Even if an apparently viable resource is identified, there is no guarantee that it can be economically developed. The future profitability of the Company and the value of its Securities are directly related to the results of exploration, development and production activities.

The operations of the Company and the operator of the assets in which it has or may have interests may be affected by various factors, including failure to achieve predicted volumes in exploration and drilling, operational and technical difficulties encountered in drilling, poor data acquisition, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated problems which may affect extraction or resource capture costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment. At the end of life, the Company will also be required to undertake and incur expenditure in connection with decommissioning activities and/or repurposing assets for use in future projects. A number of factors influence the successful delivery and execution of such projects thereby rendering them exposed to commercial, political, engineering, execution, operational and legal risk amongst others. Certain projects may also require the use of new and advanced technologies, which can be expensive to develop, purchase and implement, and may not function as expected. The risks associated with these factors could have a material adverse effect on the Company's ability to commercially operate its business, which could in turn affect the Company's financial condition and the value of Securities.

Additionally, the Company's activities carry risk as such activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortages or delays in the delivery of equipment, the effects of geographical remoteness and current and new regulatory requirements.

(c) **Occupational health and safety**

Exploration and production of oil and gas and more broadly the development of carbon abatement and energy projects may expose the Company's staff and contractors to potentially dangerous working environments. If any of the Company's employees or contractors suffered injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on the Company's business and reputation.

(d) **Environmental matters**

The Company's operations are subject to environmental risks that are inherent in the energy industry. The Company is subject to environmental laws and regulations in connection with any operations that it may pursue. The Company conducts all its activities in an environmentally responsible manner and in accordance with all relevant laws. However, accidents, breaches, non-compliance, unforeseen circumstances or changes to the laws and regulations could result in the Company facing penalties, revocation of permits or extensive liabilities for damages, clean-up costs and / or penalties relating to environmental damage. The occurrence of any such safety or environmental incident could delay production or increase production cost or result in a substantial liability being accrued against the Company.

The Company's projects are being developed having regard to the Safeguard Mechanism, which incentivises solutions to minimise direct greenhouse gas emissions, including through carbon capture and storage. Assumptions regarding the availability of such incentives to the Company underpin the financial viability of the Company's projects. While any such assumptions are carefully considered and prepared by the Company, there can be no guarantee that the Company's assumptions will prove to be correct. Any change to legislation or government policy affecting Australia's carbon policy (including to the Safeguard Mechanism and availability of incentives) may materially affect the viability and profitability of the Company, its projects and the value of Securities.

(e) **Climate change risk**

As an entity engaged in exploration and production of oil and gas and the development of carbon abatement and energy projects, the Company anticipates it will be subject to climate risks and in particular:

- (iii) the emergence of new or expanded regulations associated with transitioning to a lower carbon economy including market changes associated with climate change mitigation. The Company may be impacted by local and international compliance regulations, or specific taxes or penalties associated with carbon emissions or environmental damage. Given the uncertainty with respect to the future regulatory framework regarding climate change mitigation, the Company may be subject to further restrictions, conditions and risks. While the Company will seek to manage such risks as and when they arise, there can be no guarantee that the Company will be able to do so in a cost-effective manner, if at all; and
- (iv) climate change may cause physical and environmental risks that cannot be predicted, including extreme weather patterns and events that may directly or indirectly impact the operations of the Company and may significantly disrupt the industry in which the Company operates.

(f) **Commodity and currency price risks**

The profitability of the Company's operations is directly related to the market price of the commodities. The demand for, and price of oil, gas, CO<sub>2</sub> storage services and energy generally is highly dependent on a variety of factors, including domestic and international supply and demand, the level of consumer product demand, actions taken by governments

and major petroleum corporations, global economic and political developments and other factors all of which are beyond the control of the Company.

International petroleum and CO<sub>2</sub> storage service prices fluctuate and at times the fluctuations can be quite wide. A material decline in the price of oil, gas and CO<sub>2</sub> storage services may have a material adverse effect on the economic viability of a project. Examples of such uncontrollable factors that can affect oil prices are unrest and political instability in countries that have increased concern over supply. As oil is principally sold throughout the world in US dollars, any significant and / or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar, could have a materially adverse effect on the Company's operations.

The Company may enter into contracts for the sale of Australian Carbon Credit Units (**ACCU**) that will be created in the future. It will therefore have exposure to price fluctuations in the market for ACCUs and may be impacted adversely by ACCU market changes. The Company's ability to satisfy such contracts is subject to the creation of these certificates in the future and so the Company may be adversely impacted by creation shortages of ACCUs.

The life of ACCUs is subject to third party regulators and international markets for similar carbon credits. Government policy will determine the interplay of supply and demand and there is no certainty that historical pricing patterns will be repeated in the future. The future value of ACCUs may be impacted by lower priced international carbon credits being used in Australia.

The economics of the Company's projects are underpinned by various assumptions, including carbon price assumptions against the base price and capped (baseline) emissions provided for in the Australian Government's policy for reducing emissions known as the Safeguard Mechanism. Any change to the Safeguard Mechanism is likely to also have an impact on the secondary market for ACCUs and the price the Company is able to achieve for the sale of its ACCUs in the future. A fall in the price of ACCUs may materially affect the viability and profitability of the Company, its projects and the value of Securities.

**(g) Reliance on key management**

The ability of the Company to achieve its objectives depends on the engagement of key employees, directors and external contractors that provide management and technical expertise.

If the Company cannot secure external technical expertise, or if the services of the present management or technical team cease to be available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and budget that it has forecast. Additionally, industrial disruptions, work stoppages and accidents in the course of operations may adversely affect the Company's performance.

**(h) Regulatory risk**

The Company's project interests are governed by Commonwealth and Western Australian acts and regulations that apply to the oil, gas, energy and carbon abatement industries, and are evidenced by the granting of relevant licences, permits, authorisations, concessions and other approvals. The Company's operations and projects will require the retention of relevant licences, permits, authorisations, concessions and other approvals in connection with its activities (**Operating Approvals**). Obtaining and complying with the necessary Operating Approvals (and other relevant approvals) or governmental regulations can be complex, costly and time-consuming and is not assured. The duration, cost and success of applications for Operating Approvals are contingent on many factors, including those outside the control of the Company. Delay in obtaining or renewing, or failure to obtain or renew, a material and necessary permit could mean that the Company may be delayed or, in a worst-case scenario, unable to proceed with the development or continued operation of a project or asset. The Operating Approvals that the Company requires may

not be issued, maintained or renewed either in a timely fashion or at all, which may constrain the ability of the Company to conduct its operations and activities, which in turn may impact the Company's operations, financial performance and financial position.

There is also the risk that projects which the Company may undertake from time to time do not have a legislative regime which provides operational and legal certainty for the Company in relation to the development of future projects.

The Company's licenses or leases may be subject to ongoing obligations to satisfy minimum activities and expenditure obligations. If these obligations are not satisfied, the relevant license or lease may expire or be forfeited, which would result in a loss of the reserves and resources that may be attributable to the Company's interest in the license or lease areas.

**(i) Project development**

Production risks associated with marketability and commerciality of the production of oil, gas and energy and of carbon abatement include but are not limited to, reservoir characteristics, market fluctuations, proximity and capacity of infrastructure and process equipment, government regulations and the market price of oil, gas and energy.

Decreases of production or stoppages may result from fluctuations in permeability and flowrates, impurities in the product, facility shut-downs, natural decline, mechanical and technical failures, subsurface complications or other unforeseeable events outside the control of the Company.

Historically, carbon capture, use and storage (**CCUS**) projects have had challenges with public acceptance, complicated by the variety of types of CCUS proposed, their cost and technical viability, and the perception that CCUS was being deployed to prolong the use of fossil fuels. These concerns have led to some scepticism and cynicism in public attitudes towards CCUS that could delay or prevent the implementation of the Company's plans, leading to adverse financial impacts.

**(j) Government policy changes**

The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.

Policy and legislation may affect the viability and profitability of the Company, and the value of its Securities. Amongst other things, taxation including carbon taxes, permitting and licenses, environmental laws, and labour laws are all affected by legislation and regulation and may have an adverse impact.

Ongoing trade wars and the increasing regulatory intervention in markets, in particular in the United States, may restrict the Company's ability to exploit its technology as expeditiously as possible. Events such as these and their consequences are difficult to predict and it is unclear whether further tariffs or barriers may be imposed on the Company's operations in the future.

**(k) Joint venture operations**

The Company is exposed to the financial risk of its joint venture partners on its projects. Failure of agreement or alignment with joint venture partners could have a material effect on the Company's business. The failure of joint venture partners to meet funding commitments may result in increased costs to the Company. The Company is unable to predict the risk or financial failure of joint venture partners.

## 3.2 General Risks

### (a) Investment risk

The New Shares and New Options to be issued pursuant to this Prospectus should be considered speculative. It carries no guarantee as to payment of dividends, return of capital or the market value of the New Shares or New Options. The prices at which an investor may be able to trade the New Shares or New Options may be above or below the price paid for the relevant Securities under the Offer. While the Directors recommend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

### (b) Share market

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

- (i) general economic outlook in both Australia and internationally;
- (ii) introduction of tax reform or other new legislation, regulation, or policy;
- (iii) interest rates and inflation rates;
- (iv) changes in exchange rates, interest rates and inflation rates;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital;
- (vii) the global security situation and the possibility of terrorist disturbances or other hostilities; and
- (viii) other factors beyond the control of the Company.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

### (c) Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries including, but not limited to, the following:

- (i) general economic conditions in jurisdictions in which the Company operates;
- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) adverse changes to trade tariffs, trade embargoes, trade wars, political instability, shifts in market demand or adoption of new technologies;
- (iv) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (v) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- (vi) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(d) **Taxation**

The acquisition and disposal of Securities the subject of this Offer will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities the subject of this Offer from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Securities under this Prospectus.

(e) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(f) **Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may materially affect the financial performance of the Company and the value of the Company's Securities.

(g) **Dilution risk**

Any issue of New Shares or New Options under this Prospectus will result in negligible dilution.

However, subsequent exercise or vesting of all of the Options and Convertible Notes will result in substantial dilution of existing Shareholders. See **Section 3.2** for further information. It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

(h) **Legal proceedings**

Legal proceedings may arise from time to time in the course of the business of the Company. Legal proceedings brought by third parties including but not limited to customers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

The risks set out in this **Section 3** are not to be taken as an exhaustive list of the risk faced by the Company. There may be other risks of which the Directors are unaware at the time of issuing this Prospectus which may impact on the Company and its operations, and on the valuation and performance of Securities.

## **4. RIGHTS AND LIABILITIES ATTACHING TO SHARES**

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution (a copy of which is available for inspection at the Company's registered office during normal business hours).

### **(a) Ranking of Shares**

At the date of this Prospectus all Shares are of the same class and rank equally in all respects. Specifically, the Placement Shares offered under this Prospectus will rank equally with existing Shares on issue.

### **(b) Voting rights**

Subject to any special rights or restrictions (at present there are none), at any meeting each individual present who is a member, or a proxy, attorney or representative of a member has one vote on a show of hands, and on a poll has one vote for each Share held.

### **(c) Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to the dividend (at present there are none), the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares in proportion to the amount paid up.

### **(d) Dividend reinvestment plan**

Subject to the ASX Listing Rules and the Corporations Act, the Board may implement a dividend reinvestment plan under which any dividend or other cash payment in respect of a Share or convertible security may, at the election of the person entitled to it, be:

- (i) retained by the Company and applied in payment for fully paid Shares issued under the plan; and
- (ii) treated as having been paid to the person entitled and simultaneously repaid by that person to the Company to be held by it and applied in accordance with the plan.

### **(e) Variation of rights**

The rights attaching to the Shares may only be varied or cancelled by the consent in writing of the holders of three-quarters of the Shares of the affected class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of the affected class.

### **(f) Transfer of Shares**

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances where the applicable laws permit it to do so.



(g) **General meetings**

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(h) **Unmarketable parcels**

The Board may sell a share that is part of an Unmarketable Parcel if:

- (i) the Board gives written notice to a member who holds an Unmarketable Parcel stating its intention to sell the Unmarketable Parcel; and
- (ii) the Board specifies a date (at least six weeks after the notice is sent) by which the member may give the Company written notice of their intention to retain the holding,

so long as the Company does not sell an Unmarketable Parcel if it receives written notice that the member wants to keep the Unmarketable Parcel.

The Board may refuse to register a transfer of shares where the registration of the transfer would create a new holding of an Unmarketable Parcel

(i) **Rights on winding up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- (i) divide amount the Shareholders the whole or any part of the Company's property;
- (ii) decide how the division is to be carried out between the Shareholders; and
- (iii) vest assets of the Company in trustees of any trusts for the benefit of the members.

Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them and in proportion to the amounts paid or credited as paid.

(j) **Future increase in Capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Shares contained in the ASX Listing Rules, the Constitution and the Corporations Act, the Directors may issue Shares as they shall, in their absolute discretion, determine.

## **5. RIGHTS AND LIABILITIES ATTACHING TO PGYOA OPTIONS**

The terms of the New Options being offered pursuant to this Prospectus and the terms of the existing PGYOA Options are as set out below. For the purposes this **Section**, references to "Options" means both existing PGYOA Options and New Options as the case may be, unless the context requires otherwise.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option and each Option is immediately exercisable.
- (b) **Exercise Price:** Subject to paragraph (a), the amount payable upon exercise of each Option will be \$0.033 (**Exercise Price**).

- (c) **Expiry Date:** Each Option will expire at 5:00pm on 13 December 2026 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
  - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (j) **Participation in new issues:** There are no participation rights or entitlement inherent in the Options and holders will not be entitled to participated in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) **Change in exercise price:** A option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Options can be exercised.
- (l) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities law.

## 6. ADDITIONAL INFORMATION

### 6.1 Continuous disclosure obligations

As the Company is admitted to the Official List, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. Specifically, the Company is required, under the ASX Listing Rules (subject to certain limited exceptions), to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 September 2024;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

Other than the information set out below under the heading *'Cliff Head Carbon Storage Project Update'*, there is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

- (ii) the rights and liabilities attaching to the securities the subject of this Prospectus;  
and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer.

#### *Cliff Head Carbon Storage Project Update*

As previously announced to the ASX, the Company has been pursuing partnership opportunities to unlock the value of both the Cliff Head Carbon Storage Project and the Mid West Clean Ammonia Export Project. This process has materially advanced through completion of Pre-FEED for both projects and has attracted strong support from a consortium of Korean power generation, corporate trading houses and industrial energy suppliers (refer to ASX releases (ASX: PGY) of 16 January 2025, 15 November 2024 and 17 July 2024) (**Korean Consortium**). The Company's engagement with the Korean Consortium is proceeding with the negotiation of a binding project development agreement which is aiming to conclude over the next several months as outlined in the ASX release of 16 January 2025.

In parallel with this process, the Company has continued to engage with other parties interested in participation in the Cliff Head Carbon Storage Project and/or the Mid West Clean Ammonia Export Project as prospective joint venture partners, carbon storage customers, clean ammonia offtakers and financial investors. This process has involved several parties accessing a virtual data room operated by the Company and undertaking site visits. Several opportunities and structures have been explored, with some more advanced than others, including (1) corporate level transactions, (2) acquisition of a joint venture project level interest and (3) long-term customer storage or ammonia offtake arrangements. Through this process the Company targets arrangements that will compliment on-going engagement with the Korean Consortium in relation to joint venture participation in both the Cliff Head Carbon Storage Project and the Mid West Clean Ammonia Export Project.

As a result of these discussions and following due diligence, an opportunity has advanced to the stage where a confidential and incomplete non-binding indicative proposal has been received from a foreign state-owned enterprise to acquire a meaningful minority interest in the Cliff Head Carbon Storage Project. The proposal is consistent with the Company's commercial expectations regarding joint venture participation in the project. The Company believes the proposal is well advanced and could be finalised.

There is no certainty or assurance that any binding proposals will be received or, if received, will be acceptable, either in principle or otherwise, or will result in a binding transaction. The Company is continuing to engage with the counterparty and will update the market when appropriate, consistent with its regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

## **6.2 Availability of other documents**

ASX maintains records of company announcements for all companies listed on ASX. The Company's announcements may be viewed on the ASX website (<https://www2.asx.com.au/markets/company/pgy>).

If investors require further information in relation to the Company, they are recommended to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 September 2024.

Date	Title
15 April 2025	Notification regarding unquoted securities - PGY
14 April 2025	Proposed issue of securities – PGY
14 April 2025	Pilot – Corporate presentation
11 April 2025	Request for extension of suspension
10 April 2025	Material Upgrade to WA 481 P Gas Resource – Clarification
9 April 2025	Long Term Suspended Entities
7 April 2025	Initial Director's Interest Notice
1 April 2025	Request for extension to suspension
1 April 2025	WA-481-P material gas resource update
1 April 2025	Notification regarding unquoted securities – PGY
31 March 2025	Appointment of Non-Executive Chairman
28 March 2025	Revised Cliff Head Acquisition Terms Agreed
28 March 2025	TEG: Cliff Head New Deal
24 March 2025	Final Director's Interest Notice – D Chen
20 March 2025	Director retirement
18 March 2025	Notification of cessation of securities - PGY
17 March 2025	PGY RESPONSE TO ASX CORRECTION ANNOUNCEMENT
17 March 2025	Continuation of Suspension from Quotation - Amended
17 March 2025	Continuation of Suspension from Quotation
5 March 2025	Request for suspension extension
4 March 2025	Response to further ASX Query Letter
3 March 2025	Notification regarding unquoted securities - PGY
26 February 2025	Response to ASX Aware Query
21 February 2025	Carbon Supply Chain Feasibility Study
18 February 2025	Application for quotation of securities - PGY
18 February 2025	Cliff Head and Corporate Funding Update
17 February 2025	Final Director's Interest Notice - B Gordon
14 February 2025	Pilot Director retirement
12 February 2025	Results of Annual General Meeting
12 February 2025	AGM Presentation to Shareholders
10 February 2025	Broadcast of Annual General Meeting
10 February 2025	Initial Director's Interest Notice - A Sundich
10 February 2025	Initial Director's Interest Notice - N Wallace
7 February 2025	Changes to Pilot Board
5 February 2025	Request for extension to voluntary suspension
31 January 2025	Quarterly Activities/Appendix 5B Cash Flow Report
23 January 2025	Pilot secures further funding - \$1.8m Convertible Notes
20 January 2025	Proposed issue of securities - PGY

16 January 2025	PGY-KOSPO Joint Announcement- Mid West Clean Energy Project
10 January 2025	Notice of Annual General Meeting/Proxy Form
10 January 2025	Notice of Annual General Meeting - Access Letter
9 January 2025	Cleansing Notice
8 January 2025	Distribution Schedule - Options
8 January 2025	Top 20 Holders - Options
8 January 2025	Application for quotation of securities - PGY
30 December 2024	Cleansing Notice
27 December 2024	2024 Corporate Governance Statement & Appendix 4G
27 December 2024	Request for extension of suspension
24 December 2024	Cliff Head Carbon Storage Resource Upgrade
23 December 2024	Suspension from Quotation
20 December 2024	Annual Report to shareholders
19 December 2024	Trading Halt
18 December 2024	Application for quotation of securities - PGY
18 December 2024	Cliff Head Update
18 December 2024	Notification of cessation of securities - PGY
18 December 2024	Pause in Trading
16 December 2024	R&D Tax Incentive Application Update
16 December 2024	2025 AGM Date and Director Nominations
12 December 2024	Results of General Meeting
11 December 2024	Pilot secures A\$2M Convertible Note Funding
9 December 2024	Corporate Update regarding Board renewal
4 December 2024	South Korea Announcement
3 December 2024	Cliff Head CCS Project Conference presentation
3 December 2024	Cliff Head Acquisition Update
29 November 2024	Trading Halt
29 November 2024	Pause in Trading
29 November 2024	Pilot & Capture6 start Direct Air Capture Demo Project
27 November 2024	Ceasing to be a substantial holder
27 November 2024	Change in substantial holding
15 November 2024	Korean-Consortium Partner receives funding support for MWCEP
11 November 2024	A\$3m Convertible Note Facility
7 November 2024	Notice of General Meeting - Access Letter
7 November 2024	Notice of General Meeting/Proxy Form
5 November 2024	Notification of cessation of securities - PGY
31 October 2024	Quarterly Activities/Appendix 5B Cash Flow Report
30 October 2024	MWCEP Korea Clean H2 Certification
18 October 2024	Update - Proposed issue of securities - PGY

18 October 2024	PGY Cleansing Notice
17 October 2024	Application for quotation of securities - PGY
14 October 2024	Proposed issue of securities - PGY
14 October 2024	PGY raises \$3.855m to advance Mid West Clean Energy Project
14 October 2024	Cliff Head JV Acquisition Update
10 October 2024	Trading Halt
10 October 2024	Pause in Trading
9 October 2024	Pilot receives offer for Three Springs
7 October 2024	Trading Halt
7 October 2024	Pause in Trading
25 September 2024	Cleanse Notice correction
24 September 2024	Cleansing Notice
20 September 2024	Application for quotation of securities - PGY
19 September 2024	Results of Meeting

### 6.3 Details of substantial holders

Based on the Company's knowledge as at the Lodgement Date, there were no substantial shareholders.

In the event that the Offer is fully subscribed, there will be no change to the substantial holders on completion of the Offer.

### 6.4 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

(b) Other than as set out in **Section 6.5** or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of

the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

## 6.5 Details of interests

### (a) Directors' interests

The following table sets out the direct or indirect interests of the Directors and their Associates as at the Lodgement Date:

Name	Number	Security
Brad Lingo*	10,000,000	Unlisted Options expiring 4 November 2024 (\$0.07)
Greg Columbus (held by Discovery Investments Pty Ltd "Columbus Family Account")**	2,000,000	Shares
	5,000,000	Unlisted Options expiring 30 April 2026 (\$0.02)
	1	Convertible Note (face value \$1m; Conversion Price : \$0.03)
	1	Convertible Note (face value \$500,000; Conversion Price : \$0.02)
	1	Convertible Note (face value \$1m; Conversion Price: \$0.02)
Natalie Wallace***	N/A	N/A
Alexander Sundich (held by Pine Street Pty Ltd Super Fund Account)****	77,500,000	Shares
	8,000,000	Unlisted Options expiring 30 April 2026 (\$0.02)
	11,716,666	Listed Options expiring 25 August 2025 (\$0.033)

\*As announced to the ASX on 16 April 2025, Brad Lingo (or his related entities) have agreed to subscribe for 500,000 Tranche 2 Placement Shares, subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025.

\*\*As announced to the ASX on 16 April 2025, Greg Columbus (or his related entities) have agreed to subscribe for 23,450,000 Tranche 2 Placement Shares, subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025.

\*\*\*As announced to the ASX on 16 April 2025, Natalie Wallace (or her related entities) have agreed to subscribe for 5,000,000 Tranche 2 Placement Shares, subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025.

\*\*\*\*As announced to the ASX on 16 April 2025, Alex Sundich (or his related entities) have agreed to subscribe for 15,000,000 Tranche 2 Placement Shares, subject to Shareholder approval at a general meeting of the Company, to be held on or about 4 June 2025.

### (b) Director's remuneration

The Constitution provides that Directors are entitled to be paid for their services as Directors but the aggregate of their remuneration shall not exceed the amount approved by the Company in general meeting. The aggregate amount currently approved for the Non-Executive Director fees is \$340,000. In addition to their base fees, non-executive directors may also receive payment for consultancy services at the lesser of \$200 per hour or \$1,500 per day plus reimbursable expenses. A Director may also be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the Directors determine where a Director performs duties or provides services outside the scope of their normal duties. A Director may be reimbursed for out-of-pocket expenses incurred by them in or about the performance of their duties as Directors.



The table below sets out the cash remuneration (exclusive of superannuation) of each Director in office on the Lodgement Date for the financial year ending 30 September 2025. The figures in the table below represent full financial year remuneration but the actual amounts paid will be prorated:

Director	Remuneration
Greg Columbus (Non-executive Chair)*	\$50,000
Brad Lingo (Managing Director)**	\$500,000
Natalie Wallace (Non-executive Director)***	\$50,000
Alexander Sundich (Non-executive Director)****	\$50,000

\*Greg Columbus was appointed on 31 March 2025.

\*\*Note that Brad Lingo is also eligible to receive short-term incentive payments and long-term incentive payments in addition to his remuneration.

\*\*\*Natalie Wallace was appointed on 4 February 2025.

\*\*\*\*Alexander Sundich was appointed on 4 February 2025.

(c) **Related party arrangements**

Nil.

(d) **Interests of advisers**

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner, associate or consultant), has held at any time in the past two years any Securities of the Company.

In addition, other than as set out below, no amounts (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner, associate or consultant) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Offer (or any component of it).

MinterEllison has acted as Australian legal adviser to the Company in relation to this Prospectus and the Offer. In aggregate, the Company estimates that it will pay approximately \$30,000 (plus GST and disbursements) for these services to the date of this Prospectus. Further amounts may be paid to MinterEllison in accordance with their usual time based charge out rates.

## 6.6 Consents

(a) **Consenting parties**

MinterEllison has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal adviser to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- did not authorise or cause the issue of this Prospectus;

- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this **Section 6.6**; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this **Section 6.6**.

## **6.7 Expenses of the Offers**

The total expenses of the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses are estimated to be \$45,000.

## **6.8 Litigation**

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

## **6.9 Governing law**

The information in this Prospectus, the Offer, and the contracts formed on acceptance of the Offer are governed by the law applicable in New South Wales, Australia. Any person who applies for Securities the subject of this Offer submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## **6.10 Determination by ASIC**

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under the Offer.

## **6.11 CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after issue.

Holding statement will be sent either by CHESS (for security holder who elect to hold Securities on the CHESS sub-register) or by the Company's share registry (for security holder who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of Securities issued under this Prospectus and the Holder Identification Number (for security holders who elect to hold Securities on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

## 6.12 Directors' authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company:

A handwritten signature in black ink, appearing to read 'Bradley W. Lingo', written over the printed name.

Brad Lingo  
Managing Director

## 7. DEFINITIONS

Definitions used in this Prospectus are as follows:

**ACCU** means an Australian Carbon Credit Unit.

**AEST** means Australian Eastern Standard Time.

**Application Form** means an application form to subscribe for New Shares or New Options (as applicable) under the Offer provided by the Company with a copy of this Prospectus.

**Application Monies** means the amount of money in dollars and cents payable for the New Shares at \$0.01 per New Share pursuant to the Share Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the financial market operated by it as the context requires.

**ASX Listing Rules** or **Listing Rules** means the listing rules of the ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESS.

**Attaching Options** has the meaning given to that expression in **Section 2.3(a)**.

**Board** means the board of Directors of the Company from time to time.

**Broker Options** has the meaning given to that expression in **Section 2.3(b)**.

**CHESS** means ASX Clearing House Electronic Sub-register System.

**Closing Date** means 5.00pm (AEST) on the date referred to as the Closing Date for the Options Offer and Share Offer in **Section 1.2** or such other time and date as the Directors determine.

**Company** means Pilot Energy Limited ACN 115 229 984.

**Constitution** means the constitution of the Company.

**Consultants** has the meaning given to that expression in **Section 2.3(c)**.

**Consultant Shares** has the meaning given to that expression in **Section 2.3(c)**.

**Convertible Note** means a convertible note in the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Discovery Investments** means Discovery Investments Pty Ltd ACN 103 750 312.

**Korean Consortium** has the meaning given to that expression in **Section 6.1**.

**Listed Options** means an option that is quoted on ASX to acquire a Share.

**Lodgement Date** means 16 April 2025 being the date this Prospectus was lodged with ASIC.

**New Options** means the PGYOA Options being offered under this Prospectus.

**New Shares** means the Shares being offer under this Prospectus.

**October 2024 Placement** has the meaning given to that expression in **Section 2.3(b)**.

**Offer** means the Share Offer and the Options Offer.

**Official List** means the official list of the ASX.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Opening Date** means the first date for receipt of completed Application Forms which is 9:00am (AEST) on the date referred to as the Opening Date in **Section 1.2** or such other time and date as the Directors determine.

**Option** means a Listed Option or an Unlisted Option, as the context requires.

**Options Offer** has the meaning given to that expression in **Section 1.1**.

**PGYOA Option** means a PGYOA class Listed Option.

**Placement** has the meaning given to that expression in **Section 2.3(a)**.

**Placement Options** has the meaning given to that expression in **Section 2.3(b)**.

**Placement Shares** has the meaning given to that expression in **Section 2.3(a)**.

**Prospectus** means this cleansing prospectus dated 16 April 2025 prepared in accordance with section 708A(11) of the Corporations Act and lodged with ASIC on that date.

**Safeguard Mechanism** means the Australian government's Carbon Reduction and Safeguard Mechanism enacted through the *National Greenhouse and Energy Reporting Act 2007* (Cth) and regulated by the Department of Climate Change, Energy, the Environment and Water.

**Securities** means Shares, Options and/or Convertible Notes as the context requires.

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

**Shareholder** means a holder of Shares.

**Share Offer** has the meaning given to that expression in **Section 1.1**.

**Share Registry** means Boardroom Pty Ltd ABN 14 003 209 836.

**Tranche 1 Placement Shares** has the meaning given to that expression in **Section 2.3(a)**.

**Tranche 2 Placement Shares** has the meaning given to that expression in **Section 2.3(a)**.

**Unlisted Option** means an option that is not quoted on ASX to acquire a Share.

**Unmarketable Parcel** means a parcel of shares of a single class registered in the same name or the same joint names which is:

- (a) less than the number that constitutes a marketable parcel of shares of that class under the ASX Operating Rules; or
- (b) subject to the Corporations Act, the ASX Listing Rules and the ASX Operating Rules, any other number determined by the Board from time to time.

# Pilot Energy Limited

ACN 115 229 984

## Application form – New Shares

Fill out this Application form if you wish to apply for New Shares in Pilot Energy Limited

- Please read the Prospectus dated 16 April 2025.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Broker Reference – Stamp Only

Broker Code

Advisor Code

### A Number of New Shares you are applying for

x \$0.01 per New Share  
=

### B Total amount payable

### C Write the name(s) you wish to register the New Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

### D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

### E CHESS participant – Holder Identification Number (HIN)

**Important please note** if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.

### F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

### G Method of Payment (Place an X in the appropriate box below and see section H below for payment details)

☐

By Cheque

☐

By Direct Deposit to the Company's bank account. **Please Note: A copy of the deposit slip from the bank MUST be attached to this application form or it could be rejected.**

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

### H EFT / Telegraph transfer payment details (Please note: Payment description **must** match the name of the Applicant in Section C of this form)

**EFT:** Pilot Energy Limited, National Australia Bank, BSB: 082-124, Account: 41 968 4448.

**Telegraph transfer:** Pilot Energy Limited, National Australia Bank, SWIFT: NATAAU3303M, Account: 41 968 4448.

### I Contact telephone number (daytime/work/mobile)

### J Email address

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Pilot Energy Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above New Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for New Shares in the Company.

# Guide to the Application Form

## YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

### Instructions

- A. If applying for New Shares insert the **number** of New Shares for which you wish to subscribe at Item A (not less than **10,000** and then in multiples of **1,000** Multiply by **\$0.01** AUD to calculate the total for New Shares and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.  
**NB: your registration details provided must match your CHESS account exactly.**
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Method of Payment. If paying by cheque **complete details** as requested. Make your cheque payable to **Pilot Energy Limited** cross it and mark it "**Not negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank. **If paying by direct deposit a copy of the deposit slip from the bank must be attached to this application form or it could be rejected.**
- H. **EFT / Telegraph transfer payment details** (Please note: Payment description **must** match the name of the Applicant in Section C of this form)  
**EFT:** Pilot Energy Limited, National Australia Bank, BSB: 082-124, Account: 41 968 4448.  
**Telegraph transfer:** Pilot Energy Limited, National Australia Bank, SWIFT: NATAAU3303M, Account: 41 968 4448.
- I. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- J. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

### Correct Forms of Registrable Title

Note that ONLY legal entities can hold the New Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

### Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

#### Mailing address:

Pilot Energy Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

#### Delivery address:

Pilot Energy Limited  
C/- Boardroom Pty Limited  
Level 8  
210 George Street  
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

**If you have any questions as to how to complete the Application Form, please contact Boardroom Limited on 1300 737 760.**

#### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website ([http://www.boardroomlimited.com.au/help/share\\_privacy.html](http://www.boardroomlimited.com.au/help/share_privacy.html)).

# Pilot Energy Limited

ACN 115 229 984

## Application form – New Options

Fill out this Application form if you wish to apply for New Options in Pilot Energy Limited

- Please read the Prospectus dated 16 April 2025.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Broker Reference – Stamp Only

Broker Code

Advisor Code

### A Number of New Options you are applying for

### B Total amount payable

NIL

### C Write the name(s) you wish to register the New Options in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

### D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

### E CHESS participant – Holder Identification Number (HIN)

☒ 

**Important please note** if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.

### F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

### G Method of Payment (Place an X in the appropriate box below and see section H below for payment details)

☐

By Cheque

☐

By Direct Deposit to the Company's bank account. **Please Note: A copy of the deposit slip from the bank MUST be attached to this application form or it could be rejected.**

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

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**EFT:** Pilot Energy Limited, National Australia Bank, BSB: 082-124, Account: 41 968 4448.

**Telegraph transfer:** Pilot Energy Limited, National Australia Bank, SWIFT: NATAAU3303M, Account: 41 968 4448.

### I Contact telephone number (daytime/work/mobile)

### J Email address

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Pilot Energy Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above New Options will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for New Options in the Company.



# Guide to the Application Form

**YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.**

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

## Instructions

- A. If applying for New Options insert the **number** of New Options for which you wish to subscribe at Item A.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.  
**NB: your registration details provided must match your CHESS account exactly.**
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Method of Payment. If paying by cheque **complete details** as requested. Make your cheque payable to **Pilot Energy Limited** cross it and mark it "**Not negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank. **If paying by direct deposit a copy of the deposit slip from the bank must be attached to this application form or it could be rejected.**
- H. **EFT / Telegraph transfer payment details** (Please note: Payment description **must** match the name of the Applicant in Section C of this form)  
**EFT:** Pilot Energy Limited, National Australia Bank, BSB: 082-124, Account: 41 968 4448.  
**Telegraph transfer:** Pilot Energy Limited, National Australia Bank, SWIFT: NATAAU3303M, Account: 41 968 4448.
- I. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- J. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

## Correct Forms of Registrable Title

Note that ONLY legal entities can hold the New Options. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

## Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

### Mailing address:

Pilot Energy Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

### Delivery address:

Pilot Energy Limited  
C/- Boardroom Pty Limited  
Level 8  
210 George Street  
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

**If you have any questions as to how to complete the Application Form, please contact Boardroom Limited on 1300 737 760.**

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website ([http://www.boardroomlimited.com.au/help/share\\_privacy.html](http://www.boardroomlimited.com.au/help/share_privacy.html)).