



**EMPEROR ENERGY**  
LIMITED

**EMPEROR ENERGY LIMITED**  
**ABN 56 006 024 764**

# **Notice of Extraordinary General Meeting**

**Explanatory Statement and Proxy Form**

Date of Meeting:  
**Monday 31 March 2025**

Time of Meeting:  
**10.00AM (AEDT)**

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

**Emperor Energy Limited**

ABN 56 006 024 764

Registered office: Level 4, 55 York Street, Sydney NSW 2000

**Notice of Extraordinary General Meeting**

Notice is given of an Extraordinary General Meeting of Shareholders of Emperor Energy Limited (EMP or the Company) will be held at Level 4, 55 York Street, Sydney NSW 2000 on Monday 31 March 2025 at 10:00am AEDT.

**AGENDA**

This Explanatory Statement and proxy for which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy for in their entirety.

**ORDINARY BUSINESS**

**Resolution 1- Ratify prior share placement - 30 December 2024**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 130,434,783 Shares (87,000,070 issued under Listing Rule 7.1 & 43,434,713 issued under Listing Rule 7.1A) to institutional and professional investors on 30 December 2024 as described in the Explanatory Statement."*

**BY ORDER OF THE BOARD**



**Carl Dumbrell**  
**Company Secretary**

27 February 2025

## NOTES

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 10.00am on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting. On a poll, members have one vote for every fully paid ordinary share held.
3. **Proxies**
  - a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, proxy forms must be received by the Company's share registry (Automic) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 10:00 am (AEDT) Sydney time on Saturday 29 March 2025. Any proxy received after that time will not be valid for the scheduled meeting.
4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
5. **How the Chair will Vote Undirected Proxies**

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolutions or to abstain from voting.
6. **Voting Exclusion Statement**

**Resolution 1 - Ratify prior share placement**

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However, this does not apply to a vote cast in favour of the resolutions by:

  - a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
  - b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
  - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

1. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
2. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **7. Enquiries**

Shareholders are invited to contact Company Secretary, Carl Dumbrell on +61 0402 277 282 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

This Explanatory Statement ("Statement") accompanies and forms part of the Company's Notice of Extraordinary General Meeting ("Notice") to be held at 10:00am (AEDT) on Monday 31 March 2025.

### ORDINARY BUSINESS

#### Resolution 1 - Ratify prior share placement – 30 December 2024

The Company is seeking Shareholder approval to ratify the issue of fully paid ordinary shares issued on 30 December 2024 of 130,434,783 (87,000,070 LR7.1 & 43,434,713 LR7.1A) fully paid ordinary shares.

Broadly speaking, and subject to a number of exceptions ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A however, the Company can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 7 November 2024.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders' it effectively uses up part of the 25% limit in Listing Rules 7.1 & 7.1A, reducing the Company's capacity to issue further equity securities without shareholders' approval under Listing Rules 7.1 & 7.1A for the 12-month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved and under Listing 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 & 7.1A.

To this end, Resolution 1 seeks the shareholder approval to the Issue under and for the purposes Listing Rule 7.4.

If Resolutions 1 is passed, the Issue will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 & 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue date.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's 25% limit in Listing Rules 7.1 & 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue date.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (A) The total number of fully paid ordinary shares in the company that were issued on 30 December 2024 was 130,434,783 (87,000,070 LR7.1 & 43,434,713 LR7.1A).
- (B) The shares issued to institutional, sophisticated and professional clients of Argonaut.
  - No shares were issued to any related party of the Company;
  - No shares were issued to any member of the Company's key management and personnel;
  - Perennial, Nero and Argonaut whom are all substantial holders in the Company participated in the placement and were issued more than. 1% of the Company's current issued capital;
  - Argonaut who acts as Corporate Advisor to the Company participated in the placement;
  - No shares were issued to any other associates of any of the above parties.
- (C) The shares were issued on 30 December 2024 at a price of \$0.023 per share.
- (D) The shares allotted and issued rank equally with the existing shares on issue.

- (E) The company raised \$3,000,000 funds from the issue.
- (F) The funds will be used for the company's ongoing exploration and corporate activities.
- (H) Argonaut acted as lead manager for the capital raise. Their fees for acting in this capacity was 6% of funds raised.

***BOARD RECOMMENDATION***

The Board unanimously recommends that the Shareholders vote in favour of Resolution 1.

***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“ASX Settlement Operating Rules” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“AEDT” means Australian Eastern Daylight Time.

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chairman” means the person appointed to chair the Meeting of the Company convened by the Notice;

“CHESS” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“Closely Related Party” means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.

“Company” means Emperor Energy Limited ABN 56 006 024 764;

“Constitution” means the constitution of the Company as at the date of the Meeting;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a Director of the Company;

“Equity Security” has the same meaning as in the Listing Rules;

“Explanatory Memorandum” means the explanatory memorandum which forms part of the Notice;

“Listing Rules” means the Listing Rules of the ASX;

“Meeting” has the meaning given in the introductory paragraph of the Notice;

“Notice” means the Notice of Meeting accompanying this Explanatory Statement;

“Proxy Form” means the proxy form attached to the Notice;

“Resolution” means a resolution referred to in the Notice;

“Schedule” means schedule to the Notice;

“Section” means a section of the Explanatory Memorandum;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means shareholder of the Company;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“VWAP” means volume weighted average price.

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 29 March 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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



