

Notice of Annual General Meeting and Explanatory Memorandum



Armour Energy Limited ACN 141 198 414

Date of Meeting: Wednesday 30 November 2022

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD
4000

Notice is given that the Annual General Meeting of Shareholders of Armour Energy Ltd ACN 141 198 414 (**Company**) will be held at HopgoodGanim Lawyers, Level 7, 1 Eagle Street, Brisbane Qld 4000, on Wednesday 30 November 2022 at 10.00am (Brisbane time).

Terms used in this Notice of Meeting are defined in section 6 (**Interpretation**) of the accompanying Explanatory Memorandum.

AGENDA

Ordinary business

Annual Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2022. See Explanatory Statement below for further information.

Resolution 1. Remuneration Report

To consider and if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2022 (as set out in the Directors' Report) is adopted."

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company. The Company's Annual Report 2022, which contains the Remuneration Report, is available on the Company's website at <https://www.armourenergy.com.au/annual-halfyear-reports>

See Explanatory Memorandum for further information

VOTING RESTRICTION PURSUANT TO SECTION 250R(4) OF THE CORPORATIONS ACT

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of a KMP.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING INTENTION OF CHAIRMAN

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1, other than resolutions where the Chairman is a related party and the subject of the resolution, or is an associate of a related party the subject of a resolution, in which case the Chairman cannot cast undirected proxies in respect to that resolution.

Resolution 2. Re-election of Stephen Bizzell as a Director

To consider and if thought fit, pass the following Ordinary Resolution:

“That in accordance with Rule 38 of the Company’s Constitution, Mr Stephen Bizzell, who retires by rotation in accordance with Rule 38.1(a) of the Company’s Constitution, and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 3. Approval of issue of Shares to PECAL and Talbragar

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That for the purposes of Listing Rule 7.1, 7.3 and for all other purposes, Shareholders approve the issue of 12,083,334 Options and 72,500,000 Shares to PECAL on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

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

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution 3, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4. Ratification of previous issue of Shares to PECAL and Talbragar

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of:

(a) 100,000,000 Shares and 12,083,333 Options to Talbragar; and

(b) 72,500,000 Shares and 12,083,333 Options to PECAL,

on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Talbragar or PECAL;
- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5. Ratification of previous issue of 33,733,549 Shares

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of 33,733,549 Shares in the Company to the Resolution 5 Employees on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Resolution 5 Employees;
- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6. Ratification of previous issue of 9,936,018 Shares

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of 9,936,018 Shares in the Company to Resolution 6 Employees on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Resolution 6 Employees;
- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7. Ratification of previous issue of 12,766,000 Shares

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of 12,766,000 Shares in the Company to Geovision Exploration Services Pty Ltd, Resource Geosolutions and Qeye Labs Australia Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Geovision Exploration Services Pty Ltd, Resource Geosolutions and Qeye Labs Australia Pty Ltd;
- a person who participated in the issue or is a counterparty to the agreement being approved; or

- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8. Ratification of previous issue of 4,486,875 Shares

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of 4,486,875 Shares in the Company to Geovision Exploration Services Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Geovision Exploration Services Pty Ltd;
- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9. Approval of Armour Employee Incentive Plan

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given to enable the Company to issue up to 180,000,000 Shares over three years to the Eligible Employees under the employee incentive scheme titled “**Armour Employee Incentive Plan**”, on the terms and conditions as set out in the Explanatory Memorandum”.*

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- a person who is eligible to participate in the Armour Employee Incentive Plan; or an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10. Approval of issue of Armour Convertible Notes to MOG Note Holders

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.3, and for all other purposes, the Shareholders approve the issue of up to 12,695,000 Armour Convertible Notes in the Company to the MOG Note Holders on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- MOG Note Holders;
- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11. Approval of issue of Armour Convertible Notes to DGR Global Limited

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of up to 16,092,000 Armour Convertible Notes in the Company to DGR Global Limited on the terms and conditions set out in the Explanatory Memorandum”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- DGR Global;
- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 12. Approval of issue of Armour Convertible Notes to Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of up to 4,285,000 Armour Convertible Notes in the Company to Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd on the terms and conditions set out in the Explanatory Memorandum”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd;
- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on Resolution 10 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 13. Approval of issue of Armour Convertible Notes

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.3, and for all other purposes, the Shareholders approve the issue of up to 37,305,000 Armour Convertible Notes in the Company to Sophisticated and Professional Investors on the terms and conditions set out in the Explanatory Memorandum”

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by:

- the named person or class of persons excluded from voting;

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

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

Resolution 14. Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

To consider and if thought fit, pass the following Resolution, as a Special Resolution, of the Company:

*“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (the **Placement Securities**).”*

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities;
- might obtain a material benefit, except a benefit solely in their capacity as a holder of Shares if the resolution is passed; and
- an associate of that person or persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides; or

- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING INTENTION OF THE CHAIR

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Special Resolution 4, subject to compliance with the Corporations Act.

IMPORTANT NOTE

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances, for a person's vote to be excluded, it must be known that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Geoff Walker
Company Secretary
31 October 2022

Explanatory Memorandum

This Explanatory Memorandum is provided to shareholders of Armour Energy Limited ACN 141 198 414 (the **Company** or **Armour**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of HopgoodGanim on Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on Wednesday 30 November 2022 at 10.00am (Brisbane time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions to be put to the Meeting. The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in the “**Definitions**” section of this Explanatory Memorandum.

ORDINARY BUSINESS

Consider the Company’s 2022 Annual Report

The Corporations Act requires the Company’s Annual Report comprising the Directors’ Report, the Auditor’s Report, Directors’ Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and Notes to and forming part of the financial statements to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Company’s Annual Report. The Company’s 2022 Annual Report is placed before the Shareholders for discussion.

The Company’s Annual Report for the financial year ended 30 June 2022 was released on 30 September 2022 and is available on the Company’s website: <https://www.armourenergy.com.au/annual-halfyear-reports>. No voting is required for this item.

Resolution 1. Remuneration Report

The Board has submitted its Remuneration Report (included in the 2022 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution in accordance with Section 250R of the Corporations Act. The Remuneration Report is set out in the Directors’ Report section of the 2022 Annual Report.

The Report, amongst other things:

- a) explains the Board’s policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- b) explains the relationship between the Board’s remuneration policy and the Company’s performance;
- c) sets out remuneration details for each member of the Company’s Key Management Personnel including details of performance related remuneration and options granted as part of remuneration; and
- d) details and explanations of any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company. There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting on **Resolution 1**, details of which are set out in the Voting Restriction Statement included in **Resolution 1** of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including **Resolution 1**, subject to compliance with the Corporations Act.

Resolution 2. Re-election of Stephen Bizzell as a Director

Mr Bizzell was originally appointed to the Board of the Company on 9 March 2012. In accordance with the Company's Constitution, Mr Bizzell will retire at the Annual General Meeting, and will stand for re-election.

Mr Bizzell is the Chairman of boutique corporate advisory and funds management group Bizzell Capital Partners Pty Ltd. Mr Bizzell was previously an Executive Director of Arrow Energy Ltd from 1999 until its acquisition by Shell and Petro China, for \$3.5 billion in August 2010. He was instrumental in Arrow Energy's corporate and commercial success and its growth from a junior explorer to a large integrated energy company. He was also a co-founder and Non-Executive Director of Bow Energy Ltd until its takeover for \$0.55 billion in January 2012. He is currently Chairman of Maas Group Holdings Ltd and Savannah Goldfields Ltd and a non-executive director of Renascor Resources Ltd Challenger Energy Group Plc and Strike Energy Ltd. He is also a former non-executive director of Queensland Treasury Corporation, Stanmore Coal Ltd, Diversa Ltd, Apollo Gas Ltd, UIL Energy Ltd and Dart Energy Ltd.

Mr Bizzell qualified as a Chartered Accountant and early in his career was employed in the Corporate Finance division of Ernst & Young and the Corporate Tax division of Coopers & Lybrand. He has had considerable experience and success in the fields of corporate restructuring, debt and equity financing, and mergers and acquisitions and has over 25 years' corporate finance and public company management experience in the resources sector in Australia and Canada with various public companies. Mr Bizzell is a member of the Company's Audit and Risk, Remuneration and Health & Safety Committees.

The Directors do not consider Mr Bizzell to be independent.

The Directors (with Mr Bizzell abstaining) recommend that Shareholders vote in favour of this Resolution.

Resolution 3. Approval of issue of Securities

1. Background

On 26 July 2018, Armour Energy Limited (as guarantor) and its subsidiary, Armour Energy (Surat Basin) Pty Ltd (**Armour Surat**) (as borrower) entered into a credit facility agreement (**Tribeca Facility**) with Equity Trustees Limited (in its capacity as the trustee of the Tribeca Global Natural Resources Credit Fund) and Tribeca Global Natural Resources Credit Master Fund (together **Tribeca**) and Tribeca Global Resources Credit Pty Ltd for the provision of an environmental bonding finance facility, as amended from time to time including on 20 November 2019, 21 April 2021, 15 September 2021 and 29 December 2021, 1 March 2022, 29 April 2022, 21 June 2022 and the September 2022 amendments. The Facility is secured by a guarantee from the Company, a first ranking security interest over seven bank accounts controlled by Westpac Banking Corporation (the **Credit Accounts**) in the name of

Armour Surat, and a second ranking featherweight security interest over all the present and after-acquired property of Armour Surat.

On 29 December 2021, the parties to the Tribeca Facility entered into an amendment agreement to the Tribeca Facility (**Amendment Agreement**) to provide for a further term extension and facilitate the repayment of the Tribeca Facility by way of:

- e) Talbragar River Holdings Pty Ltd and PECAL Pty Ltd agreeing to assume the liability under the Tribeca Facility;
- f) the Company issuing a total of up to 290,000,000 Shares and 48,333,333 Options to Talbragar River Holdings Pty Ltd and PECAL Pty Ltd (**April Resolution Securities**);
- g) Talbragar River Holdings Pty Ltd and PECAL Pty Ltd agreeing to sell the April Resolution Securities (**Proceeds**);
- h) Talbragar River Holdings Pty Ltd and PECAL Pty Ltd remitting the Proceeds to Armour Surat; and
- i) Armour Surat paying an amount equal to the Proceeds to be applied first to reduce the principal outstanding under the Tribeca Facility, secondly to pay any accrued interest on the Tribeca Facility and thirdly to pay the Extension Fee (as defined in the Tribeca Facility) in complete and full satisfaction of all amounts owing under or in connection with the Tribeca Facility.

Upon repayment of the Tribeca Facility, Tribeca will release the security interest held over the Credit Accounts.

Armour obtained Shareholder approval on 4 April 2022 for the issue of the April Resolution Securities.

Subsequent to this Shareholder approval being obtained in April, the Company has issued 145,000,000 shares and 24,166,666 options to Talbragar and 72,500,000 shares and 12,083,333 options have been issued to PECAL. This includes the following Securities which were issued under the Company's 7.1 Capacity and the subject of Shareholder approval under Resolution 3:

- a) 100,000,000 Shares and 12,083,333 Options to Talbragar; and
- b) 72,500,000 Shares and 12,083,333 Options to PECAL.

These shares and options have been sold by Talbragar and PECAL and proceeds realised of \$1,163,641.95 have been applied to reduce the principal outstanding and to pay interest and other fees under the Tribeca Facility.

There are 72,500,000 shares and 12,083,334 options remaining to be issued which are the subject of Resolution 3.

The above repayment arrangement was structured in this manner, and the Company is seeking to get approval for the issue of the balance of the shares and options, for the following reasons:

- a) The Tribeca Facility has a current principal balance of \$1,651,635 and was due to mature on 22 September 2022. Prior to the current settlement proposal, the loan maturity had already been extended a number of times.
- b) In light of the aforementioned, Armour Energy Ltd investigated options, inclusive of an equity re-payment mechanism, to paydown the Tribeca Facility.

- c) Commercial negotiation with Tribeca resulted in the arrangements, as described, being agreed while consideration was given to both the Armour Surat constraints and the Tribeca rights as the counter party.
- d) Talbragar River Holdings Pty Ltd and PECAL Pty Ltd have been contracted to provide a commercial service in receiving and selling the Resolution 3 Securities to parties who have not specifically been identified by Armour Energy Ltd or Armour Surat.
- e) The sale Proceeds will be remitted to Armour Surat who in turn will apply the Proceeds in settlement of amounts owing under the Tribeca Facility. The rights of Tribeca and the obligation of Armour Surat thus being fulfilled.
- f) The Facility is now to mature no later than 15 November 2022.

2. Prior Shareholder Approval

On 4 April 2022, the Company obtained Shareholder approval to issue a total of 290,000,000 Shares and 48,333,333 Options to Talbragar and PECAL for the purposes of facilitating payment of the Tribeca Facility.

The Company has issued 145,000,000 shares and 24,166,666 options to Talbragar and 72,500,000 shares and 12,083,333 options to PECAL.

These securities were approved for the purposes of Listing Rule 7.1 and 7.3. Due to timing constraints following the onboarding of PECAL and non-trading periods, the Company was unable to issue 72,500,000 Shares and 12,083,332 Options (**Resolution 3 Securities**) within three months of the date of the meeting, as required under Listing Rule 7.3.4.

The Company again seeks approval to issue the remainder of the Shares and Options.

3. Listing Rules 7.1 and 7.3

Listing Rule 7.1 prohibits a listed company, unless exceptions apply, from issuing in any Relevant Period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the Relevant Period (**15% Capacity**) without either the prior approval of a majority of disinterested shareholders, or the issue otherwise falls within one of the prescribed exceptions to Listing Rule 7.1 (**15% Rule**).

The issue of the Resolution 3 Securities does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Armour's shareholders under Listing Rule 7.1.

Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% Capacity. The Resolution 3 Securities are Equity Securities. The Company is seeking Shareholder approval in accordance with Listing Rule 7.1 so that the Resolution 3 Securities do not count towards the Company's 15% Capacity.

For the purposes of ASX Listing Rule 7.3, which prescribed certain information to be contained in the notice of meeting where approval is sought under ASX Listing Rule 7.1, the Company advises as follows:

7.3.1	The names of the persons to whom the entity will issue the securities or the basis	PECAL Pty Ltd
--------------	---	---------------

	upon which those persons were or will be identified or selected	
7.3.2	The number and class of securities the entity will issue	72,500,000 Shares and 12,083,334 Options to PECAL Pty Ltd
7.3.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The Shares are fully paid ordinary securities. The Options to be issued are in the same class of options already on issue in the Company (ASX: AJQOA). The Option terms are set out in full in Schedule 1.
7.3.4	The date or dates on which the entity will issue the securities.	The Company will issue the Shares and Options as soon as possible and, in any event, no later than 3 months after the date of the Meeting.
7.3.5	The price or other consideration the entity will receive for the securities.	Shares – no cash consideration, PECAL Pty Ltd agreeing to assume the liability for the Tribeca Facility. Options – Nil.
7.3.6	The purpose of the issue, including the intended use of any funds raised by the issue.	The purpose of the issue of the Resolution 3 Securities is to facilitate the repayment of the Tribeca Facility. No funds will be raised by the issue, however, the proceeds of the subsequent sale of the Resolution 3 Securities will be used towards repayment of the Tribeca Facility.
7.3.7	If the securities are being issued under an agreement a summary of any other material terms of the agreement.	The material terms of the agreement are set out above.
7.3.8	If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover.	N/A
7.3.9	Voting exclusion statement	A voting exclusion statement is contained in Resolution 3 of the Notice of Meeting.

4. Provision of Financial Assistance

On 4 April 2022, the Company also obtained Shareholder approval for the provision of financial assistance by the Company in connection with the issue of shares to PECAL in connection with the Tribeca Facility.

5. Prospectus

The Company lodged a Prospectus with ASIC on 21 April 2022 and a Supplementary Prospectus with ASIC on 17 May 2022 (**Prospectus**).

As the Resolution 3 Securities are specifically being issued for the purposes of re-sale, the Company is unable to rely on the exemption as contained in section 708A of the Corporations Act to rely on a cleansing notice or cleansing prospectus. As such, the Company will be relying on the Prospectus, which permits securities to be issued on the basis of the Prospectus no later than 13 months after the date of the issue of the Prospectus.

6. Outcome for voting for and against the Resolution.

If Resolutions 3 is passed, the Resolution 3 Securities will be issued and will be excluded from the calculation of the Company's 15% limit in ASX Listing Rule 7.1, maintaining the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue of the Resolution 3 Securities.

If Resolutions 3 is not passed, the Resolution 3 Securities issued will not be issued. In these circumstances, the Company may be required to enter into further negotiations with Tribeca with a view to negotiating a separate arrangement to repay the monies owing under the Tribeca Facility. Where an arrangement cannot be reached, the Company will be obliged to repay and otherwise discharge its obligations under the Tribeca Facility on current terms.

7. Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 4. Ratification of previous issue of Securities

1. Background

The background for the issue of Securities is set out in Resolution 3. Resolution 4 is seeking shareholder approval to ratify the following issue of Securities which were issued under the Company's 7.1 Capacity and the subject of Shareholder approval under Resolution 2:

- a) 100,000,000 Shares and 12,083,333 Options to Talbragar; and
- b) 72,500,000 Shares and 12,083,333 Options to PECAL,

(Resolution 4 Securities).

2. Listing Rule 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders to the 15% Capacity.

The Resolution 4 Securities do not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it uses up part of the 15% Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under the 15% Rule.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 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 Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to Listing Rule 7.4 under Resolution 4 in order to reinstate the Company's 15% Capacity, if required, in the next 12 months without Shareholder approval, to the extent of the Resolution 4 Securities.

The effect of this Resolution 4 is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its 15% Capacity with effect from the date of the Meeting.

If Resolution 4 is passed, the Resolution 4 Securities will be excluded in calculating the Company's 15% Capacity, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Resolution 4 Securities will be included in calculating the Company's 15% Capacity, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	PECAL and Talbragar
7.5.2	The number and class of Securities issued or agreed to be issued.	100,000,000 Shares and 12,083,333 Options to Talbragar; and 72,500,000 Shares and 12,083,333 Options to PECAL,
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The Shares are fully paid ordinary securities. The Options to be issued are in the same class of options already on issue in the Company (ASX: AJQOA). The Option terms are set out in full in Schedule 1.
7.5.4	Date or dates on which the Securities were or will be issued	The Resolution 4 Securities were issued on 2 August 2022.

7.5.5	The price or other consideration the entity has received or will receive for the issue	Shares – no cash consideration, PECAL Pty Ltd agreeing to assume the liability for the Tribeca Facility. Options – Nil.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	The purpose of the issue of the Resolution 4 Securities is to facilitate the repayment of the Tribeca Facility. No funds will be raised by the issue, however, the proceeds of the subsequent sale of the Resolution 4 Securities will be used towards repayment of the Tribeca Facility.
7.5.7	Summary of the material terms of the agreement	The material terms of the agreement are set out in Resolution 3.
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

3. Directors' recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 5. Ratification of previous issue of Securities

1. Background

The Company has agreed with certain employees that remuneration will be partially settled in the issuance of Shares.

2. Listing Rule 7.1 and 7.4

On 11 July 2022, Armour issued 33,733,549 Shares to the Resolution 5 Employees (**July Employee Shares**).

Information relating to Listing Rule 7.1 and 7.4 is set out in Resolution 4.

The July Employee Shares do not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it uses up part of the 15% Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under the 15% 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 Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to Listing Rule 7.4 under Resolution 5 in order to reinstate the Company's 15% Capacity, if required, in the next 12 months without Shareholder approval, to the extent of the July Employee Shares.

The effect of this Resolution 5 is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its 15% Capacity with effect from the date of the Meeting.

If Resolution 5 is passed, the July Employee Shares will be excluded in calculating the Company's 15% Capacity, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, the July Employee Shares will be included in calculating the Company's 15% Capacity, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	Resolution 5 Employees
7.5.2	The number and class of Securities issued or agreed to be issued.	33,733,549 Shares.
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	N/A, the securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
7.5.4	Date or dates on which the Securities were or will be issued	11 July 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	No funds were raised from the issue. The July Employee Shares were issued at an issue price of \$0.006. The share price was calculated by a 10 day VWAP prior to the last day of the quarter during which the liability was incurred.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	No funds were raised by the issue, however the Company incentivised employees to achieve the long-term objectives of the Company.
7.5.7	Summary of the material terms of the agreement	N/A
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

3. Directors' recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 6. Ratification of previous issue of Securities

1. Background

The Company has agreed with certain employees that remuneration will be partially settled in the issuance of Shares.

2. Listing Rule 7.1 and 7.4

As set out in Resolution 4 above.

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	Resolution 6 Employees
7.5.2	The number and class of Securities issued or agreed to be issued.	9,936,018 Shares.
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	N/A, the securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
7.5.4	Date or dates on which the Securities were or will be issued	14 April 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	No funds were raised from the issue. The Shares were issued at an issue price of \$0.016. The share price was calculated using the 10 day VWAP prior to the last day of the quarter during which the liability was incurred.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	No funds were raised by the issue, however the Company incentivised employees to achieve the long term objectives of the Company.
7.5.7	Summary of the material terms of the agreement	N/A
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

3. Directors' recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 7. Ratification of previous issue of Shares

1. Background

The Company has agreed with certain creditors that liabilities will be settled or partially settle with the issuance of Shares.

2. Listing Rule 7.1 and 7.4

As set out in Resolution 4.

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	Geovision Exploration Services Pty Ltd, Resource Geosolutions and QEye Labs Australia Pty Ltd
7.5.2	The number and class of Securities issued or agreed to be issued.	Geovision Exploration Services Pty Ltd – 1,718,857 Shares, Resource Geosolutions – 9,161,429 Shares, and QEye Labs Australia Pty Ltd – 1,885,714 Shares, Total - 12,766,000 Shares.
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	N/A, the securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
7.5.4	Date or dates on which the Securities were or will be issued	11 July 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	While no funds were raised from the issue, the Company was able to reduce the Company's liabilities in a manner that conserves the Company's cash reserves. The Shares that are the subject of Resolution 6 were issued at an issue price of \$0.007. A debt of \$89,362 was extinguished and the share price was calculated according to the individual contractual terms.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	While no funds were raised from the issue, the Company was able to reduce the Company's liabilities in a manner that conserves the Company's cash reserves.
7.5.7	Summary of the material terms of the agreement	N/A
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

3. Directors' recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 8. Ratification of previous issue of Shares

1. Background

The Company has agreed with certain creditors that liabilities will be settled or partially settle with the issuance of Shares.

2. Listing Rule 7.1 and 7.4

As set out in Resolution 5.

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	Geovision Exploration Services Pty Ltd
7.5.2	The number and class of Securities issued or agreed to be issued.	4,486,875 Shares.
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	N/A, the securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
7.5.4	Date or dates on which the Securities were or will be issued	14 April 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	While no funds were raised from the issue, the Company was able to reduce the Company's liabilities in a manner that conserves the Company's cash reserves. The Shares that are the subject of Resolution 8 were issued at an issue price of \$0.016. A debt of \$71,790 was extinguished and the share price was calculated according to the individual contractual terms.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	While no funds were raised from the issue, the Company was able to reduce the Company's liabilities in a manner that conserves the Company's cash reserves.
7.5.7	Summary of the material terms of the agreement	N/A

7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.
-------	--------------------------------------	--

3. Directors' recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 9. Approval of Armour Employee Incentive Plan

1. Background

The Company is seeking approval of Shareholders for the issue of securities under the Armour Employee Incentive Plan (**Plan**) as an exception under Listing Rule 7.2, Exception 13 which would enable Securities to be issued under the Plan over the next three years to be excluded from the calculation of securities issued for the purposes of Listing Rule 7.1.

The Company wishes to utilise the Plan as a means of rewarding and incentivising its key employees by encouraging employees to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.

The Plan is set out in Schedule 2 to this Explanatory Memorandum.

2. Listing Rules

The Company is proposing to implement an employee incentive plan pursuant to which the Company proposes to issue securities to the Company's employees designed to incentive employees to achieve the long term objectives of the Company and to attract employees of experience and ability (**Plan Issue**).

As set out in Resolution 3, subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities to the 15% Capacity.

Any Plan Issue currently would not fall within any of these exceptions and as a result, such Plan Issue would reduce the Company's 15% Capacity to issue Shares under Listing Rule 7.1.

Resolution 9 seeks the required Shareholder approval for the Plan Issue under and for the purposes of Listing Rule 7.1. Specifically, Exception 13 of Listing Rule 7.2 allows the Company to issue securities under the Plan without the issue of such Securities being counted towards the 15% Capacity under Listing Rule 7.1, where Shareholders have approved the issue of Securities under the Plan as an exception to Listing Rule 7.1, within three years prior to the issue of the Securities.

Resolution 6 is being put to Shareholders for this purpose and will allow the Company to utilise Exception 13 to Listing Rule 7.2 for three years from the date of the Resolution being passed.

3. Listing Rule 7.2, Exception 13

In accordance with Listing Rule 7.2, Exception 13, the Company advises as follows:

- a. **Summary of the terms of the scheme** – as set out in Schedule 2.
- b. **The number of Securities issued under the scheme since the entity was listed or the date of the last approval under this rule** – N/A – the Company has not previously sought shareholder approval to implement the Plan.
- c. **The maximum number of Equity Securities proposed to be issued under the scheme following approval** – 60,000,000 per annum up to a maximum of 180,000,000 over three years; and
- d. **A voting exclusion statement** – is set out in Resolution 9.

4. Further considerations

The Company believes that it will derive a significant benefit by incentivising its senior management and key employees through the issue of securities under the Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is afforded to it by Listing Rule 7.1.

5. Outcome of voting for and against the Resolution

If the Resolution is passed, the Company will be able to issue securities under the Plan over the next three years without reducing the Company's 15% Capacity to issue Shares under Listing Rule 7.1.

If the Resolution is not passed, the Company will not be able to issue securities under the Plan without either reducing its 15% Capacity or seeking approval of Shareholders for every such issue of securities.

6. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 10. Approval of issue of Armour Convertible Notes to MOG Note Holders

1. Background

As announced to the market on 6 July 2022, Armour has articulated its intention to obtain all necessary approvals and consents to allow for the exchange of MOG Notes (together with any accrued and unpaid interest) (**McArthur Oil and Gas Redeemable Exchangeable Note**) into Armour Convertible Notes on the terms and conditions as summarised in Schedule 3.

Resolution 10 seeks the approval of Shareholders to issue up to 12,695,000 Armour Convertible Notes to the MOG Note Holders in exchange for their MOG Notes.

DGR Global, Bizzell Capital and Centec Securities are all MOG Note Holders. The issue of Armour Convertible Notes to DGR Global, Bizzell Capital and Centec Securities requires shareholder approval under Chapter 10 of the Listing Rules. This approval is sought under Resolution 10 and Resolution 11, respectively.

2. Approvals

Approvals and consents expected to be required for the exchange of MOG Notes to Armour Convertible Notes is sought from Armour Shareholders and will be sought the holders of Armour's secured amortising notes.

The requisite information surrounding Listing Rule 7.1 and 7.3 is set out in Resolution 3.

The issue of the Armour Convertible Notes does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Armour's shareholders under Listing Rule 7.1.

3. Listing Rule 7.3

In accordance with Listing Rule 7.3, the Company provides the following information:

7.3.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	MOG Note Holders
7.3.2	The number and class of Securities the entity will issue.	12,695,000 Armour Convertible Notes
7.3.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The terms of the Armour Convertible Notes are set out in Schedule 3.
7.3.4	Date or dates on which the entity will issue the securities.	As soon as possible after receiving shareholder approval and in any event, no later than 3 months after the date of the meeting.
7.3.5	The price or other consideration the entity has received or will receive for the issue	12,695,000 MOG Notes will be exchanged for Armour Convertible Notes on a 1:1 basis. The Company will not receive any funds for the conversion of the MOG Notes.
7.3.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	Redemption of Senior Secured FIIG Notes, repayment of Tribeca Facility and development and maintenance of hydrocarbon producing assets
7.3.7	Summary of the material terms of the agreement	The terms of the agreement to convert the MOG Notes to Armour Convertible Notes will be put to the MOG Note Holders once approved by Armour

		Shareholders. The Transfer of MOG Notes to Armour Convertible Notes will be on a 1:1 basis. The material terms of the Armour Convertible Notes are as set out in Schedule 3.
7.3.9	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

4. Outcome for voting for and against the Resolution.

If Resolution 10 is passed, the Armour Convertible Notes will be issued in exchange for the MOG Notes to the MOG Holders and will be excluded from the calculation of the Company's 15% limit in ASX Listing Rule 7.1, maintaining the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue of the Armour Convertible Notes.

If Resolution 10 is not passed, any Armour Convertible Notes issued will be included in calculating the Company's 15% Capacity in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Armour Convertible Notes. In these circumstances, the Company may be required to enter into further negotiations with the MOG Note Holders with a view to negotiating a separate arrangement to repay the monies owing under the MOG Notes. Where an arrangement cannot be reached, the Company will be obliged to repay and otherwise discharge its obligations under the MOG Notes on current terms.

5. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

Resolution 11. Approval of issue of Armour Convertible Notes to DGR Global Limited

1. Background

Resolution 11 seeks the approval to issue up to 16,092,000 of Armour Convertible Notes to DGR. DGR Global currently holds 10,500,000 of MOG Notes. The Company is proposing to exchange these MOG Notes (with the interest owing) for 11,092,000 Armour Convertible Notes. Approval is sought for DGR to acquire up to an additional 5,000,000 of Armour Convertible Notes with a value of approximately \$5 million.

As announced to the market on 6 July 2022, Armour entered into a funding agreement with its largest shareholder, DGR Global for the provision of a \$4.5m facility to be drawn down within three months of issue.

The funding was to be provided by way of a placement of redeemable exchangeable notes to be issued by MOG at an issue price of \$1.00 per note and otherwise on the terms and conditions set out in the Redeemable Exchangeable Note Trust Deed.

As at the date of this notice, DGR Global is owed \$11,092,000 (including accrued interest) under the terms of the MOG Notes. Subject to receipt of shareholder approval, DGR Global will convert up to approximately \$11,092,000 into Armour Convertible Notes.

As the proposed terms of the Armour Convertible Notes to be issued to DGR Global are no more favourable than terms to the other MOG Note Holders, it is considered that the allotment to DGR Global would be on arm's length terms and as such, Armour can rely on an exception to section 208 of the Corporations Act in relation to Resolution 11. As such, the consent of ASIC has not been sought in relation to Resolution 11, but shareholder approval will be sought under Listing Rule 10.11.

This resolution also seeks approval for DGR Global to acquire up to an additional 5,000,000 Armour Convertible Notes.

The issue of the Armour Convertible Notes to DGR Global does not fall within any of the exceptions in Listing Rule 10.12. Resolution 11 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

In accordance with Listing Rule 10.13, the Company provides the following information:

10.13.1	The names of the persons.	DGR Global Limited.
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why.	10.11.3 – DGR Global currently holds 16.59% of the issued share capital and has a nominee Director on the board, being Nick Mather.
10.13.3	The number and class of securities to be issued to the person.	16,092,000 Armour Convertible Notes.
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The terms of the Armour Convertible Notes are set out in Schedule 3.
10.13.5	Date or dates on which the entity will issue the securities.	As soon as possible after receiving shareholder approval and in any event, no later than 1 month after the date of the meeting.
10.13.6	The price or other consideration the entity has received or will receive for the issue	The Company will not receive any funds from exchange of the MOG Notes to Armour Convertible Notes. The MOG Notes will be exchanged on a 1:1 basis. The Company will receive up to an additional \$5,000,000 (on a \$1 per Note basis) for any additional Armour Convertible Notes acquired by DGR Global.

10.13.7	The purpose of the issue, including the use or intended use of any funds raised by the issue	Redemption of Senior Secured FIIG Notes, repayment of Tribeca Facility and development and maintenance of hydrocarbon producing assets
10.13.8	Summary of the material terms of the agreement	The terms of the agreement to convert the MOG Notes to Armour Convertible Notes will be put to the MOG Note Holders once approved by Armour Shareholders. The Transfer of MOG Notes to Armour Convertible Notes will be on a 1:1 basis. The material terms of the Armour Convertible Notes are as set out in Schedule 3.
10.13.9	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

2. Outcome for voting for and against the Resolution.

If Resolution 11 is passed, the Armour Convertible Notes will be issued in exchange for the MOG Notes to the DGR Global Limited.

If Resolutions 11 is not passed, the Armour Convertible Notes will not be issued to DGR Global. In these circumstances, the Company may be required to enter into further negotiations with DGR Global with a view to negotiating a separate arrangement to repay the monies owing under the MOG Notes. Where an arrangement cannot be reached, the Company will be obliged to repay and otherwise discharge its obligations under the MOG Notes on current terms.

3. Directors' recommendation

The Directors, with Nick Mather abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 12. Approval of issue of Armour Convertible Notes to Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd

1. Background

Resolution 12 seeks the approval to issue up to 3,388,000 of Armour Convertible Notes to Bizzell Capital Partners Pty Ltd (Bizzell Capital) and Centec Securities Pty Ltd (Centec Securities). Bizzell Capital currently holds 700,000 MOG Notes. Centec Securities currently holds 25,000 MOG Notes. The Company is proposing to exchange these MOG Notes (with the interest owing) for 785,000 Armour Convertible Notes. Approval is sought for Bizzell Capital and Centec Securities to acquire up to an additional 3,500,000 of Armour Convertible Notes with a value of approximately \$3.5 million.

As the proposed terms of the Armour Convertible Notes to be issued to Bizzell Capital and Centec Securities are no more favourable than terms to the other MOG Note Holders, it is considered that the allotment to Bizzell Capital and Centec Securities would be on arm's length terms and as such, Armour can rely on an exception to section 208 of the Corporations Act in relation to Resolution 12. As such,

the consent of ASIC has not been sought in relation to Resolution 12, but shareholder approval will be sought under Listing Rule 10.11.

This resolution also seeks approval for Bizzell Capital and Centec Securities to acquire up to an additional 3,500,000 Armour Convertible Notes.

The issue of the Armour Convertible Notes to Bizzell Capital and Centec Securities does not fall within any of the exceptions in Listing Rule 10.12. Resolution 12 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

In accordance with Listing Rule 10.13, the Company provides the following information:

10.13.1	The names of the persons.	Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why.	10.11.1 – Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd are related parties of Armour as they are controlled by Stephen Bizzell, a director of Armour.
10.13.3	The number and class of securities to be issued to the person.	4,285,000 Armour Convertible Notes.
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The terms of the Armour Convertible Notes are set out in Schedule 3.
10.13.5	Date or dates on which the entity will issue the securities.	As soon as possible after receiving shareholder approval and in any event, no later than 1 month after the date of the meeting.
10.13.6	The price or other consideration the entity has received or will receive for the issue	The Company will not receive any funds from exchange of the MOG Notes to Armour Convertible Notes. The MOG Notes will be exchanged on a 1:1 basis. The Company will receive up to an additional \$3,500,000 (on a \$1 per Note basis) for any additional Armour Convertible Notes acquired by Bizzell Capital or Centec Securities.
10.13.7	The purpose of the issue, including the use or intended use of any funds raised by the issue	Redemption of Senior Secured FIIG Notes, repayment of Tribeca Facility and development and maintenance of hydrocarbon producing assets
10.13.8	Summary of the material terms of the agreement	The terms of the agreement to convert the MOG Notes to Armour Convertible Notes will be put to the MOG Note Holders once approved by Armour

		Shareholders. The Transfer of MOG Notes to Armour Convertible Notes will be on a 1:1 basis. The material terms of the Armour Convertible Notes are as set out in Schedule 3.
10.13.9	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

2. Outcome for voting for and against the Resolution.

If Resolution 12 is passed, the Armour Convertible Notes will be issued in exchange for the MOG Notes held to Bizzell Capital and Centec Securities and Bizzell Capital and Centec Securities will also be able to subscribe for additional Armour Convertible Notes.

If Resolution 12 is not passed, the Armour Convertible Notes will not be issued to Bizzell Capital and Centec Securities. In these circumstances, the Company may be required to enter into further negotiations with the Bizzell Capital and Centec Securities with a view to negotiating a separate arrangement to repay the monies owing under the MOG Notes. Where an arrangement cannot be reached, the Company will be obliged to repay and otherwise discharge its obligations under the MOG Notes on current terms.

3. Directors' recommendation

The Directors, with Stephen Bizzell abstaining, unanimously recommend that Shareholders vote in favour of Resolution 12.

Resolution 13. Approval of issue of Armour Convertible Notes

1. Background

Resolution 13 seeks the approval of up to 37,305,000 of Armour Convertible Notes to Sophisticated and Professional Investors. The Armour Convertible Notes are being issued with the intention of restructuring the Company's balance sheet whilst providing additional working capital to pursue the Company's strategic resources.

The funds will be utilised to redeem the Senior Secured FIIG Notes, contribute to the repayment of the Tribeca Facility and fund the development and maintenance of hydrocarbon producing assets.

2. Approvals

The requisite information surrounding Listing Rule 7.1 and 7.3 is set out in Resolution 3.

The issue of the Armour Convertible Notes does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Armour's shareholders under Listing Rule 7.1.

3. Listing Rule 7.3

In accordance with Listing Rule 7.3, the Company provides the following information:

7.3.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected.	Sophisticated Investors and Professional Investors.
7.3.2	The number and class of Securities the entity will issue.	37,305,000 Armour Convertible Notes
7.3.3	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	The terms of the Armour Convertible Notes are set out in Schedule 3.
7.3.4	Date or dates on which the entity will issue the securities.	As soon as possible after receiving shareholder approval and in any event, no later than 3 months after the date of the meeting.
7.3.5	The price or other consideration the entity has received or will receive for the issue	The Company will receive \$1.00 for each Armour Convertible Note subscribed for up to a maximum of \$37,305,000.
7.3.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	Redemption of Senior Secured FIIG Notes, repayment of Tribeca Facility and development and maintenance of hydrocarbon producing assets
7.3.7	Summary of the material terms of the agreement	N/A
7.3.9	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting.

4. Outcome for voting for and against the Resolution.

If Resolution 13 is passed, the Armour Convertible Notes will be issued and will be excluded from the calculation of the Company's 15% limit in ASX Listing Rule 7.1, maintaining the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue of the Armour Convertible Notes.

If Resolutions 13 is not passed, the issue of any Armour Convertible Notes can still proceed but it will reduce, to that extent, Armour's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

5. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

SPECIAL BUSINESS

Resolution 14. Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

1. Introduction

Pursuant to Resolution 14, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12-month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new equity securities calculated in accordance with Listing Rule 7.1A.2 (the Placement Securities), each at an Issue Price of at least 75% of the VWAP for the Company's equity securities in that class (calculated over the last 15 days on which trades in the equity securities in that class are recorded immediately before the date on which the price at which the relevant Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within ten trading days of that date, the date on which the Placement Securities are issued).

This approval is sought pursuant to Listing Rule 7.1A, under which small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at their annual general meeting, are permitted to issue an additional 10% of the issued capital over a 12-month period from the date of the annual general meeting (the Additional 10% Placement).

The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company.

Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

The Directors unanimously recommend that Shareholders vote in favour of this Special Resolution.

2. Listing Rule 7.1A

Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its Annual General Meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index (**Eligible Entity**).

For illustrative purposes only, on 24 October 2022, the Company's market capitalisation was approximately \$14.67m based on the closing market price of the Shares on that date. The calculation of market capitalisation will be based on the closing market price of the Shares, on the last trading day on which trades in the Shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A. In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities during the 12-month period following this AGM.

Special Resolution

Listing Rule 7.1A requires this Resolution to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting. If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval as set out in Listing Rule 7.1.

Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

3. Formula for calculating 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 12-month period after the date of the AGM, a number of the equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: (a) the convertible securities were issued to or agreed to be issued before the commencement of the 12 months; or (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where: (a) the agreement was entered into before the commencement of the 12 months; or (b) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of partly paid ordinary securities that became fully paid in the 12 months; and

plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval);

less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

4. Listing Rules 7.1 and 7.1A

The ability of an entity to issue the equity securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 2,258,450,846 Shares. If this Resolution is passed the Company will have the capacity to issue the following equity securities immediately following the Meeting:

(1) 338,767,626 equity securities under Listing Rule 7.1; and

(2) subject to Shareholder approval being obtained under this Resolution, a further 225,845,085 Placement Securities under Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (and set out below).

5. Information given to the ASX – Listing Rule 7.1A.4

If Resolution 14 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

1. a list of allottees of the Placement Securities and the number of the Placement Securities allotted to each placee (this list will not be released to the market); and
2. details of the proposed issue of equity securities in the form of, or accompanied by, and Appendix 3B.

6. Specific information required by Listing Rule 7.3A

Listing Rule 7.3A sets out the requirements for notices of meeting at which shareholder approval is sought for the additional capacity to issue equity securities under Listing Rule 7.1A. For the purposes of Listing Rule 7.1A the Company advises as follows:

1. Period of time for which approval granted under Listing Rule 7.1A will be valid— Listing Rule 7.3A.1

If this Resolution is passed, Shareholder approval for the Additional 10% Placement will be valid from the date of the Meeting until the earlier to occur of:

- (1) the date that is 12 months after the date of the Meeting (30 November 2023);
- (2) the date of the next AGM under the Listing Rules;
- (3) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking); or
- (4) such longer period if allowed by ASX.

If this Resolution is not passed by Shareholders, the Company will not be able to access the Additional 10% Capacity to issue Placement Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder Approval set out in Listing Rule 7.1.

2. Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued under Listing Rule 7.1A must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration per security which must have an Issue Price of not less than 75% of the VWAP for the equity securities over the fifteen (15) trading days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within ten (10) trading days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the Issue Price on the date of issue of the Placement Securities.

3. Purpose – Listing Rule 7.3A.3

As noted above, the purpose for which the Placement Securities can be issued include to raise funds to be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

4. Risk of Economic and Voting Dilution – Listing Rule 7.3A.4

As provided by Listing Rule 7.3A.2, if this Resolution is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 2,258,449,876 Shares. Subject to the passing of this Special Resolution, the

number of Shares that the Company could issue pursuant to Listing Rule 7.1A will be 225,845,085 (however, it is important to note that the exact number of Placement Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of the Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

(1) the closing market price for the Company's equity securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and

(2) the Placement Securities may be issued at a price that is at a discount to the closing market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, the below table shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the closing market price of the shares has halved. The below table also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the closing market price of the Shares has:

(1) decreased by 50%; and

(2) increased by 100%.

Number of Shares on Issue *	Number of Shares issued under Additional 10% Capacity	Funds raised based on an issue price of \$0.003 (50% decrease in the current Share price)	Funds raised based on an issue price of \$0.006 (current Share price)	Funds raised based on an issue price of \$0.009 (50% Increase in the current Share price)
2,258,450,846 Shares (Current) (Variable A)	225,845,085	\$677,535.25	\$1,355,070.51	42,032,605.76
3,387,676,269 (50% Increase)	338,767,627	\$1,016,302.88	\$2,032,605.76	\$ 3,048,908.64
4,516,901,692 (100% Increase)	451,690,169	\$1,355,070.51	\$2,710,141.02	\$4,065,211.52

Assumptions and Explanations for the above Table

- a. The closing market price is \$0.006, based on the closing market price of the Shares on ASX on 24 October 2022.
- b. The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- c. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. It shows the number of shares that the Company's share capital will increase by.
- d. The Company issues the maximum number of Placement Securities.
- e. The issued Share capital has been calculated in accordance with the formula in Listing Rule 7.1A.2 as at 24 October 2022.
- f. The Issue Price of the Placement Securities used in the table is the same as the closing market price and does not take into account the discount to the closing market price (if any).
- g. The table above does not show the potential dilutionary effect to a particular shareholder.

5. Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

6. Details of all equity securities issued where Shareholder approval under Listing Rule 7.1A.2 was previously obtained – Listing Rule 7.3A.6

The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 25 November 2021. Since receiving that approval, the Company has not issued any Equity Securities under Listing Rule 7.1A.

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2.

7. Voting Exclusion Statement – Listing Rule 7.3A.7

As required by Listing Rule 7.3A.7, a Voting Exclusion Statement for this Resolution has been included in the Notice of Meeting.

Directors' Recommendation

The Directors recommend that you vote in favour of this Special Resolution.

6. Interpretation

15% Capacity has the meaning given to that term in Resolution 3.

15% Rule has the meaning given to that term in Resolution 3.

Associated Body Corporate means in relation to the Company means:

- (a) a Related Body Corporate of the Company;
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Bizzell Capital Partners means Bizzell Capital Partners Pty Ltd ACN 118 741 012.

Board means the board of directors of the Company.

Centec Securities means Centec Securities Pty Ltd ACN 007 281 745.

Chair means the person who chairs the Meeting.

Company means Armour Energy Ltd ACN 141 198 414.

Constitution means the constitution of the Company from time to time.

Contractor in relation to the Company or an Associated Body Corporate means:

- (a) an individual with whom the body has entered into a contract for the provision of services under which the individual performs work for the body; or
- (b) a company with whom the body has entered into a contract for the provision of services under which an individual, who is a director of the company or their spouse, performs work for the body,

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body.

Convertible Securities has the meaning given to that term in the Corporations Act.

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

DGR Global means DGR Global Limited ACN 052 354 837.

Director means a director of the Company.

Eligible Associate means:

- (a) an immediate family member of an Eligible Employee;

- (b) a company whose members comprise no persons other than the Eligible Employee or immediate family members of the Eligible Employee; or
- (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Employee is a director of the trustee.

Eligible Person means a Director, Employee, Contractor or Prospective Participant.

Eligible Employees means:

- (a) Andrew Robertson;
- (b) Craig Gouws;
- (c) Geoffrey Walker;
- (d) Jim Diakos;
- (e) Jon Johnson;
- (f) Jonathan Salomon;
- (g) Layana Talbot;
- (h) Maria Magdalena Benion;
- (i) Paul Collard;
- (j) Peter Bubendorfer;
- (k) Tiffany Moy;
- (l) an associate of Tiffany Moy;
- (m) Wayne Richards; and
- (n) an associate of Andrew Robertson.

Employee means a full-time or part-time employee of the Company or an Associated Body Corporate of the Company or a casual employee.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Financial Benefit has the meaning given to that term in section 229 of the Corporations Act.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Meeting, Annual General Meeting or AGM means the annual general meeting to be held at HopgoodGanim Lawyers, Level 7, 1 Eagle Street, Brisbane Qld 4000 on 30 November 2022 as convened by the accompanying Notice of Meeting.

MOG Note Holders means:

- (a) JLGI SMSF Pty Ltd;
- (b) BAM Opportunities Fund Pty Ltd;
- (c) Krista O'Sullivan.

Notice of Meeting or Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of ASX.

Options means an option to subscribe for Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Participant means an Eligible Person or an Eligible Associate who accepts an offer from the Board to participate in this Plan.

PECAL means PECAL Pty Ltd ACN 657 160 793.

Professional Investor has the meaning given to that term in section 708(11) of the Corporations Act.

Prospective Participant means in relation to this Plan, a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Person.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Related Party has the meaning in chapter 19 of the Listing Rules.

Relevant period means:

- (a) if the entity has been admitted to the Official List for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- (b) if the entity has been admitted to the Official List for less than 12 months, the period from the date the entity was admitted to the Official List to the date immediately preceding the date of the issue or agreement.

Resolution means a resolution as set out in the Notice of Meeting.

Resolution 5 Employees means:

- (a) Peter Bubendorfer;

- (b) Stuart Fletcher;
- (c) Jon Johnson;
- (d) Wayne Richards;
- (e) John Mackintosh;
- (f) Jonathan and Sharyn Lesley Salomon;
- (g) Cronus Consulting Pty Ltd;
- (h) Michael Lonergan;
- (i) Mark Jason Greenwood;
- (j) Andrew Robertson;
- (k) Craig Gouws;
- (l) Miss Maria Magdalena Benion;
- (m) Paul Collard;
- (n) Jack Nathan Bennett;
- (o) Layana Talbot;
- (p) Geoffrey Walker; and
- (q)** Michael Laurent.

Resolution 6 Employees means:

- (a) Peter Bubendorfer;
- (b) Stuart Fletcher;
- (c) Jon Johnson;
- (d) Lucas James McLean-Hodgson;
- (e) Wayne Richards;
- (f) John Mackintosh;
- (g) Michael Lonergan;
- (h) Mark Jason Greenwood;
- (i) Andrew Robertson;
- (j) Craig Gouws;

- (k) Maria Magdalena Benion;
- (l) Paul Collard;
- (m) Jack Nathan Bennett;
- (n) Layana Talbot;
- (o) Jonathan and Sharyn Lesley Salomon; and
- (p) Cronus Consulting Pty Ltd.

Securities has the meaning in section 92(1) of the Corporations Act.

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

Shareholder means a holder of Shares in the Company.

Sophisticated Investor means an investor capable of satisfying the criteria for the exemptions in section 708 of the Corporations Act, namely:

- (a) a Professional Investor; or
- (b) an individual investor with an aggregate investment of \$500,000 in the Company or an investor who has provided an accountant's certificate confirming his or her income and assets in accordance with section 708(8).

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Talbragar means Talbragar River Holdings Pty Ltd ACN 639 683 337.

VWAP means the volume weighted average closing price.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Geoff Walker (**Company Secretary**): Level 27, 111 Eagle Street, Brisbane Qld 4000.

Schedule 1 – Option Terms

The terms of the Options are set out below.

1. The Options shall be issued for no cash consideration.
2. The exercise price of each Option is \$0.05 (**Exercise Price**).
3. The Options will expire on 29 February 2024 (**Expiry Date**) unless earlier exercised.
4. The Options will be listed on the ASX.
5. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise (**Exercise Notice**) together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
6. The number of Options that may be exercised at one time must be not less than 25,000, unless the holder of the Option (**Option Holder**) holds less than 25,000 Options in which case all Options must be exercised at one time.
7. Within 20 Business Days after the valid exercise of the Options and payment of the Exercise Price, the Company will:
 - (a) allot and issue the number of fully paid ordinary Shares ranking *pari passu* with the then issued Shares as required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and
 - (b) 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.
8. Option Holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide Option Holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
9. Option Holders do not participate in any dividends unless the Options are exercised, and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.
10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (a) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the Option Holders are not conferred on Shareholders; and

- (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

11. If there is a pro rata issue (except a bonus issue), the Exercise Price of Option may be reduced according to the following formula:

$$O^n = \frac{O - E P - (S + D)}{N + 1}$$

where,

Oⁿ is the new exercise price of the Option;

O is the old exercise price of the Option;

E is the number of underlying securities into which one Option is exercisable;

P is the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;

S is the subscription price for a security under the pro rata issue;

D is dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N is the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. If there is a bonus issue to the Shareholders of the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.
13. The terms of the Options shall only be changed if Shareholders (whose votes are not to be disregarded) of in the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
14. The Company intends to apply for listing of the Options on the ASX.

Schedule 2 – Armour Employee Incentive Plan

Name of Plan

1. This schedule sets out the rules of the Armour Employee Incentive Plan (**Plan**). The Plan is to extend to Eligible Persons or Eligible Associates (as the case may be) of Armour Energy Limited (**Company**) or an Associated Body Corporate of the Company as the Board may in its discretion determine.
2. The Plan is designed to attract, engage, and retain talent. Incentives themselves are rewards and benefits used to motivate positive behaviours in the workforce.
3. The Company utilises the Plan as a means of rewarding and incentivising its key employees by encouraging employees to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.
4. The Company is thereby able to reduce employee cost cash outflows and achieve goal sharing with employees.
5. The Shares under the Plan are typically negotiated on an individual employment contract basis at the Company's discretion.
6. The Shares are to be issued at a price determined by the Board.
7. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Persons (or their Eligible Associates where applicable) of the Company or an Associated Body Corporate of the Company. The Board is entitled to determine:
 - (a) the total number of Shares to be offered in any one year to Eligible Persons or Eligible Associates;
 - (b) the Eligible Persons to whom offers will be made; and
 - (c) the terms and conditions of any Shares granted, subject to the Plan.
8. Certain employees have agreed to a percentage of remuneration (typically 20 to 25%) to be paid in Shares in the Company, which are allotted proportionally in arrears within 1 month of each quarter end, based on a 10-day VWAP share price on the last day of each quarter (March, June, September and December).
9. The Board has the right to vary the entitlements of Participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
10. The Board may impose as a condition of any offer of Shares under the Plan any restrictions on the transfer or encumbrance of such Shares as it determines.
11. The Board may vary the Plan.
12. The Plan is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Person under the terms of his or her employment or arrangement.

Schedule 3 - Summary of the Armour Convertible Note Terms

The key proposed terms of the Convertible Notes are:

- Three (3) year maturity
- Initially unsecured but upon completion of the proposed FIIG Bond repayment to have first ranking security (subject to any required tenement level security requirements to support Gas Sale Agreements and prepayments).
- Non-amortising (principal repayable at maturity)
- Convertible at any time by the holders at the higher of 0.9c per share or a 50% premium to the issue price of any equity capital raising undertaken after the issuance of the Convertible Notes and prior to 31 December 2022.
- 10% coupon, payable half yearly in arrears in cash or shares at Armour election, at a 10% discount to the trailing 30-day VWAP
- Terms otherwise customary for this type of instrument.

Further Terms of Issue of the Convertible Notes are set out below:

Issuer	Armour Energy Limited ACN 141 198 414
Offering	Convertible Notes (Notes) to be issued by the Issuer pursuant to the Note Trust Deed and which will be convertible into shares in the Issuer (subject to the Condition Precedent for Exchange).
Issue size	Up to 50,000,000 Notes (\$50,000,000). The Notes may be issued in two or more tranches.
Purpose	Funds raised by the issue of the Notes will be to meet payments due on the secured amortising notes issued by Armour Energy (FIIG Secured Amortising Notes) including their refinance, exploration work programs, payment of outstanding creditors, general working capital and costs of the issue.
Issue Price	Face Value of \$1.00 per Note
Term	3 years
Maturity Date	31 July 2025
Security / Ranking / Status	Initially the Notes will constitute direct and unsecured obligations of the Issuer and will rank subordinated and be junior to the secured amortising notes issued by Armour Energy. It is the intention for the FIIG Secured Amortising Notes to be repaid and upon repayment, the Notes will be senior secured obligations of the Issuer (subject to any required tenement level security requirements to support Gas Sale Agreements and prepayments).

	<p>Subject to the initial subordination to the FIIG Secured Amortizing Notes, each Note otherwise ranks for payment in a winding up of the Issuer:</p> <p>(1) equally and proportionally with each Note; and</p> <p>(2) ahead of all subordinated debts of the Issuer and ordinary shareholders.</p>
Coupon Rate	<p>10% per annum coupon rate, accrued from the Issue Date.</p> <p>Interest is payable either in cash or, at Armour's election, by the issue to the Noteholder of Armour ordinary shares, issued at a 10% discount to the 30-day volume weighted average price (VWAP) of Armour shares traded on the ASX up to the Interest Payment Date.</p>
Interest Payment Dates	<p>The coupon on the Notes will be payable half yearly for the half year periods to 30 June and 31 December on the following dates:</p> <ul style="list-style-type: none"> - 15 January 2023; - 15 July 2023; - 15 January 2024; - 15 July 2024; - 15 January 2025; - 15 July 2025; <p>and will be payable for the period from the last Interest Payment Date to the Maturity Date or Redemption Date.</p>
Conversion	<p>Each Note (and any accrued and unpaid interest due and capitalized) will, subject to satisfaction of the Condition Precedent below, be convertible at the holder's election into fully paid ordinary shares of the Issuer at the higher of a price of 0.9 cents per share or a 50% premium to the issue price of any equity capital raising undertaken after the issuance of the Convertible Notes and prior to 31 December 2022.</p> <p>A Noteholder may exercise conversion rights in relation to some, or all, of their Notes at any time (subject to satisfaction of the Condition Precedent for Conversion).</p>
Conversion Protections	<p>Notes will be subject to standard anti-dilution adjustments including share consolidations, share splits, rights issues, bonus issues and reorganisations.</p>
Condition Precedent for Conversion	<p>The Conversion of the Notes for Armour Energy Shares is subject to and conditional upon Armour obtaining any necessary shareholder approvals for the purposes of ASX Listing Rules.</p>
Noteholder Redemption	<p>Repayment of Face Value and any unpaid interest at the Maturity Date or in the event an Exit Event occurs, or the Issuer commits an Event of Default.</p>
Early Redemption Event	<p>The Company may give a Redemption Notice in the event of an Exit Event.</p> <p>Exit Event means that if at any time on or before the Maturity Date, an off-market bid, a market bid, scheme of arrangement, or offer or invitation is made to all holders of ordinary shares to purchase or otherwise acquire ordinary shares and the bid, scheme or offer becomes unconditional, and</p>

	<p>the offeror has at least 50% of the voting power (as defined by the Corporations Act) in Armour.</p> <p>Notwithstanding the issue of a Redemption Notice, a Holder may give an Exchange Notice (which may be expressed to be subject to Exit Event completing) in respect of any of its Notes which are the subject of the Redemption Notice up to the before the relevant Redemption Date (or such later time as the Company may agree with the relevant Holder), and only Notes for which Exchange Notices have not been so given or are treated as having not been given will be Redeemed on the specified Redemption Date. In the event of an Exchange Notice being given in relation to an Exit Event, the Exchange Price will be equivalent of a 25% discount to the average price per ordinary share being paid for Ordinary Shares under the Exit Event calculated on a fully diluted basis.</p>
Transaction Documents	The parties have entered into the following definitive agreements to document the Note issuance including a Convertible Note Deed and Security Trust Deed.
Events of Default	Customary events of default are to be incorporated in the Transaction Documents for a transaction of this nature, including but not limited to payment, redemption or Conversion breaches, covenant breaches cross defaults, and insolvency events.
Covenants	Customary covenants are to be incorporated in the Transaction Documents applicable to the Issuer and the Parent Company for a transaction of this nature.
No Dividends	No dividends may be declared or paid whilst the Notes are on issue.
Voting Rights	Until Conversion, the Notes do not give a Noteholder voting rights or dividend rights.
Investor Eligibility	The Notes are being offered to 'sophisticated investors', 'professional investors' (under the Corporations Act) and investors who are exempt to disclosure requirements.
Note Trustee	Centec Securities Pty Ltd

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Armour Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (Brisbane time) on Monday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of Armour Energy Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Wednesday, 30 November 2022 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Armour Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Stephen Bizzell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of issue of Armour Convertible Notes to MOG Note Holders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of Shares to PECAL and Talbragar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of issue of Armour Convertible Notes to DGR Global Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of previous issue of Shares to PECAL and Talbragar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval of issue of Armour Convertible Notes to Bizzell Capital Partners Pty Ltd and Centec Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of previous issue of 33,733,549 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval of issue of Armour Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of previous issue of 9,936,018 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of previous issue of 12,766,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Ratification of previous issue of 4,486,875 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AJQ PRX2202D