



# ALLIGATOR ENERGY LTD

ACN 140 575 604

Ph (07) 3839 3904

PO Box 338, Spring Hill, Qld 4004

Suite 2, 128 Bowen Street, Spring Hill, QLD 4000

27 August 2020

## **Samphire Uranium Project – Dispatch of EGM documentation**

Alligator Energy (ASX: **AGE**, 'Alligator' or 'the Company') refers to the market announcement of 11 June 2020 titled '**Alligator to acquire 47 M lbs uranium resource in South Australia from Samphire Uranium**' and subsequent market updates on the status of completing the proposed transaction.

The Company has signed a Share Purchase Agreement with Samphire Uranium Limited (ASX Announcement: 3 August 2020) which along with certain other conditions requires Shareholder approval for the issue of 679,561,608 AGE ordinary fully paid shares as the agreed transaction consideration.

Alligator is now pleased to confirm that the meeting documentation for the EGM to secure the required Shareholder approval has been dispatched. The meeting has been scheduled for 9.30am (Brisbane time) on Thursday 1 October 2020.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at <https://www.alligatorenergy.com.au> and the Company's ASX Announcement Platform at [asx.com.au](https://asx.com.au) (ASX: AGE). Furthermore, the Directors strongly encourage all Shareholders to lodge their Proxy Forms by no later than 9.30am (Brisbane time) on Tuesday 29 September 2020.

Approved for release.

**Greg Hall**  
CEO & Executive Director

**Attachments – Notice of Meeting, Proxy Form and Letter to Shareholders**

**FOR FURTHER INFORMATION, PLEASE CONTACT**

|                                                                                                                                           |                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr Greg Hall<br>CEO & Director<br>Alligator Energy Ltd<br>Email: <a href="mailto:gh@alligatorenergy.com.au">gh@alligatorenergy.com.au</a> | Mr Mike Meintjes<br>Company Secretary<br>Alligator Energy Ltd<br>Email: <a href="mailto:mm@alligatorenergy.com.au">mm@alligatorenergy.com.au</a> |
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# Notice of Extraordinary General Meeting and Explanatory Memorandum

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**Alligator Energy Ltd ACN 140 575 604**

Date of Meeting: 1 October 2020

Time of Meeting: 9.30 am (Brisbane time)

Place of Meeting: Hopgood Ganim  
Level 7, Waterfront Place  
1 Eagle St  
Brisbane Qld 4000

|                                                                                                                                                                                                                     |
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| <p>This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.</p> |
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Notice is hereby given of an Extraordinary General Meeting of **Alligator Energy Ltd ACN 140 575 604** to be held at the offices of Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle St, Brisbane, Qld 4000 on 1 October 2020, at 9.30 am (Brisbane time).

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company, the Company suggests that Shareholders carefully consider whether they attend the Meeting in person. If Shareholders wish to attend the meeting, it is requested that they email the Company at [mm@alligatorenergy.com.au](mailto:mm@alligatorenergy.com.au) to ensure appropriate social distancing measures can be ensured.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms by no later than 9.30am Brisbane time on Tuesday 29 September 2020. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on the one item of business, and the Chair of the Meeting must follow your instructions.

A copy of your personalised Proxy Form will be mailed or emailed to you. Shareholders are strongly encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the Proxy Form and the Notice of Meeting.

The Company advises that a poll will be conducted for the one Resolution.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at [mm@alligatorenergy.com.au](mailto:mm@alligatorenergy.com.au). Responses will be provided at the Meeting in respect of all valid questions received prior to 9.30am Brisbane time on Tuesday 29 September 2020.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at [www.alligatorenergy.com.au](http://www.alligatorenergy.com.au).

The Company appreciates the understanding of its Shareholders as it navigates this difficult situation.

Terms used in this Notice of Meeting are defined in section 5 of the accompanying Explanatory Memorandum.

## Agenda

Please refer to the Explanatory Memorandum for details of the single Resolution.

## Ordinary business

### Resolution 1 – Approval of a Share Issue to Samphire Shareholders

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

*"That for the purposes of ASX Listing Rule 7.3 and Listing Rule 7.1 and for all other purposes, the Company approves the issue of 679,561,608 Shares (**Samphire Acquisition Securities**) in the capital of the Company by way of issue to Samphire Uranium Limited with a subsequent 'in-specie' distribution to its Shareholders on the terms set out in the accompanying Explanatory Memorandum (**Samphire Shareholders**)."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a) the Samphire Shareholders; or
- b) an associate of a Samphire Shareholder.

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

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

**Voting Intention of 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 Resolution 1, subject to compliance with the Corporations Act.

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**General business**

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

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares as at 9.30am (Brisbane time) on 30 September 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

All members are invited to attend the Meeting.

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**Voting in person**

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

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**Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Extraordinary General Meeting i.e. by no later than 9.30am Brisbane time on Tuesday 29 September 2020:

Mail: Automic, GPO Box 5193, Sydney, NSW, 2001, Australia; or

In person: Automic, Level 5, 126 Phillip Street, Sydney NSW, 2000, Australia

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

Online: <https://investor.automic.com.au/#!/loginsah>

An Explanatory Memorandum to Shareholders follows this Notice. The Explanatory Memorandum and Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice of Meeting.

**By order of the Board**

Mike Meintjes  
Company Secretary

21 August 2020

# Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of Alligator Energy Ltd in connection with the business to be transacted at an Extraordinary General Meeting of Shareholders to be held at the offices of Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle St, Brisbane **on Thursday 1 October 2020 at 9.30 am (Brisbane time)**.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders including whether or not to approve the resolutions detailed in the Notice of Meeting.

Terms used in this Explanatory Memorandum are defined below in Section 4.

## 1. Resolution 1 – Approval of a share issue to Samphire Shareholders

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### 1.1 Background

The Company is seeking approval to issue 679,561,608 Shares (**Samphire Acquisition Securities**) to Samphire Uranium Limited with a subsequent 'in-specie' distribution to its Shareholders (**Samphire Shareholders**) on or about 7 October 2020.

Approval for issue of the Placement Securities is required as the Company has insufficient capacity under Listing Rule 7.1 to issue the Samphire Acquisition Securities without Shareholder approval.

The Company announced to the ASX on 11 June 2020 that it had agreed, subject to obtaining Shareholder approval, to issue a 32% post transaction interest in the Company to acquire all of the shares in S Uranium Pty Ltd (**SUPL**), a wholly owned subsidiary of Samphire Uranium Limited (**SUL**). As outlined in this announcement, SUPL owns the Blackbush and Plumbush uranium resources and exploration assets (**Samphire Project**) in the Pirie Basin at Samphire a location approximately 20 kilometres southwest of Whyalla within the South Australian Gawler Craton.

Further details pertaining to the agreement are included in the ASX Announcements dated 11 June 2020 and 3 August 2020.

#### *Samphire Shareholder Approval*

The issue of the Samphire Acquisition Shares is subject to the Samphire Shareholders resolving to approve:

- a) the sale of SUPL; and
- b) the in-specie distribution of the Samphire Acquisition Securities to Samphire shareholders  
(**the Samphire Shareholder Approval**).

The meeting of the Samphire Shareholders is expected to be held on 1 October 2020 in Adelaide.

#### *ASX*

On 24 June 2020, the Company received correspondence from ASX confirming that the acquisition of S Uranium Pty Ltd does not enliven ASX Listing Rules 11.1.1, 11.1.2, and 11.1.3 which relate to a significant change in the nature or scale of a listed entity's operations or activities.

#### *ASIC*

On 22 July 2020, the Company received correspondence from ASIC confirming that ASIC had made an in-principle decision to grant relief from takeover provisions of the Corporations Act in relation to the proposed issue of the Samphire Acquisition Shares to SUL and subsequent in-specie distribution of those shares to the Samphire Shareholders.

Upon successful completion of the transaction (subject to both company's shareholder approvals) the current 1,650 Samphire Shareholders will collectively hold 32% of the expanded capital structure of Alligator. The largest current shareholder of SUL is expected to hold approximately 6.02% in Alligator immediately following the completion of the 'in-specie' distribution.

This resolution seeks the approval by Shareholders of the issue of the Samphire Acquisition Securities to the Samphire Shareholders.

## 1.2 Listing Rules 7.1 and 7.3

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of securities in the same class at the commencement of that 12 month period. The Company has previously utilised a portion of its capacity under ASX listing Rule 7.1 and the issue of the Samphire Acquisition Shares will result in the 15% limit being exceeded.

Approval by the Shareholders of the Company of the issue of the Samphire Acquisition Shares is now sought pursuant to ASX Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the Company advises as follows:

|       |                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                         |
|-------|------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.3.1 | The names of the persons to whom AGE will issue the securities                                                   | Samphire Uranium Limited                                                                                                                                                                                                                                                                                                                                |
| 7.3.2 | The number and class of Securities AGE will issue                                                                | 679,561,608 Shares                                                                                                                                                                                                                                                                                                                                      |
| 7.3.3 | If the Securities are not fully paid ordinary securities, a summary of the material terms                        | Securities to be issued are fully paid ordinary shares and will rank equally with all other Shares on issue                                                                                                                                                                                                                                             |
| 7.3.4 | Date on which the Securities will be issued                                                                      | No later than three months after the date of the EGM and in any event on or about 7 October 2020                                                                                                                                                                                                                                                        |
| 7.3.5 | Price at which the Securities were issued                                                                        | \$0.006 per Share                                                                                                                                                                                                                                                                                                                                       |
| 7.3.6 | The purpose of the issue, including the intended use of any funds raised by the issue                            | No funds will be directly raised from the issue however SUPL is required to hold net cash of approximately \$700,000 at completion of the Proposed Transaction. These funds will be used to progress activities at the Samphire Project and as general working capital                                                                                  |
| 7.3.7 | If the Securities are being issued under an agreement, summary of any other material terms of the agreement.     | The Samphire Acquisition Securities are being issued pursuant to a Share Purchase Agreement (SPA) executed and announced to the market on 3 August 2020. The SPA is conditional upon Shareholder approval and Samphire Shareholder Approval, satisfactory due diligence, the consents received from material contracts, and other regulatory approvals. |
| 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 included in the Notice of Meeting for Resolution 1. |
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### 1.3 Other information

#### (a) Explanation for the reasons of the Proposed Transaction

SUPL owns the following key uranium resource and exploration assets which comprise the Samphire Project:

- Blackbush Inferred Mineral Resource Estimate (JORC 2012) comprising 64.5 million tonnes at a grade of 230ppm eU<sub>3</sub>O<sub>8</sub> containing 14,850 t (32.7 mill lbs) U<sub>3</sub>O<sub>8</sub> at a 100ppm cut-off grade;

See ASX:USA release 27 September 2013 for which the Competent Persons were Mr Russell Bluck and Mr Marco Scardigno  
(<https://www.asx.com.au/asxpdf/20130927/pdf/42jnqgsn2cqcgg.pdf>).

After consultation with SUPL, the Company confirms that it is not aware of any new information or data that materially affects the information included in the 27 September 2013 market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

- Plumbush Inferred Mineral Resource Estimate (stated in compliance with JORC 2004) of 21.8 million tonnes at grade of 292ppm eU<sub>3</sub>O<sub>8</sub>, containing 6,300t (13.9Mlbs) of mineralisation at a 100ppm eU<sub>3</sub>O<sub>8</sub> cut-off grade;

#### **Plumbush Inferred Mineral Resources - Cautionary Statement**

In relation to the Plumbush Inferred Mineral Resource Estimate (stated in compliance with JORC 2004) of 21.8 million tonnes at grade of 292ppm eU<sub>3</sub>O<sub>8</sub>, containing 6,300t (13.9Mlbs) of mineralisation at a 100ppm eU<sub>3</sub>O<sub>8</sub> cut-off grade the following cautionary statement is made:

- this information was prepared and first disclosed under JORC 2004. It has not been updated since to comply with JORC 2012 on the basis that the information has not materially changed since it was last reported. See ASX:USA release 27 September 2013 (<https://www.asx.com.au/asxpdf/20130927/pdf/42jnqgsn2cqcgg.pdf>) and 1 October 2019 Samphire Annual Report for which the Competent Persons were Mr Russell Bluck and Mr Marco Scardigno;
- after consultation with SUPL, the Company confirms it is not aware of any new information or data that materially affects the information included in the 27 September 2013 market announcement and that all material assumptions and technical parameters underpinning the estimates in the 27 September 2013 market announcement continue to apply and have not materially changed;
- the Exploration Results have not been reported in accordance with JORC 2012;
- a Competent Person has not done sufficient work to disclose the Exploration Results in accordance with JORC 2012;
- it is possible that following further evaluation and/or exploration work that the confidence in the prior reported Exploration Results may be reduced when reported under JORC 2012;
- nothing has come to the attention of the acquirer that causes it to question the accuracy or reliability of the former owner's Exploration Results; but
- the acquirer has not independently validated the former owner's Exploration Results and therefore is not to be regarded as reporting, adopting or endorsing those results.

The Plumbush Inferred Mineral Resource is JORC 2004 compliant and therefore may not conform to the requirements in JORC 2012. The Inferred Mineral Resource was previously announced by Uranium SA (ASX:USA) on the 8 and 14 April, 2011 (<https://www.asx.com.au/asxpdf/20110408/pdf/41xy6byv62466g.pdf> and <https://www.asx.com.au/asxpdf/20110414/pdf/41y1y07swzhvf1.pdf>). All work to establish this Inferred Mineral Resource was completed by the vendor of the Samphire Project. It is the acquirer's view that the reliability of the Exploration Results are of a good standard. The drilling methods, drilling density, sampling, and downhole geophysical surveys are documented and appear to be of reasonable quality. Additionally, the geological setting and mineralisation style correlate with what is reported at the neighbouring Blackbush deposit (JORC 2012 compliant).

The Inferred Mineral Resource was based on drilling data from 43 rotary mud holes, on roughly 200 metre centres. All holes were gamma probed using a suitably calibrated tool. No studies were completed on mineralogy or bulk density, with assumptions being made from the geologically similar neighbouring JORC 2012 compliant Blackbush resource.

No further recent Exploration Results or data has been identified that would be relevant to understanding the Exploration Results.

An initial assessment suggests that to restate the Plumbush Inferred Mineral Resource as 2012 JORC compliant, landholder access agreements would need to be established, a small core drill hole program would likely be required which would include some geochemical, mineralogical and density sampling. The acquirer has not established a timeframe or budget for further work at Plumbush and it should be noted that this is expected to have a lower priority than the Blackbush deposit. Any short term funding requirements will occur using internal financial resources.

*The Competent Person's Statement for this Notice covers this Cautionary Statement.*

- Exploration Target – The host geology and mineralisation extend beyond the resource boundary, and potential ore grade intercepts have been obtained in drill holes up to 3km to the southwest, identified as part of a wide spaced exploration drilling program. Neither the Company nor its Competent Person has undertaken any verification work as yet on this previous Exploration Target, and hence it is uncertain whether further exploration work will result in the estimation of a Mineral Resource.
- However, the Company is encouraged by the previous exploration work, and after the acquisition is finalised will be evaluating the potential for future exploration programs.

Alligator believes the abovementioned uranium resources provide positive value for AGE Shareholders and an opportunity to advance further work as follows:

- The grade-tonnage table for the Blackbush Inferred Mineral Resource indicates the opportunity to increase cut-off grade for a higher resource grade. For example, a cut-off grade of 300ppm  $eU_3O_8$  gives a contained resource of 6,750 t (14.9 Mlbs)  $U_3O_8$  at a grade of 654 ppm (similar to Boss Resources' Honeymoon Project planned restart average grade – ASX:BOE release dated 21 Jan 2020).
- The Blackbush deposit and other mineralisation lies at a shallow depth of around 60 m in permeable sands, providing further support to its potential future extraction through either InSitu Recovery (ISR) or open pit methods depending on uranium market and price;
- Samphire (through its previous owner UraniumSA) undertook high quality laboratory metallurgical recovery test work, indicating high uranium leachability, and also undertook initial co-development work on resin extraction processes. Recent advances by ANSTO on continuous Ion Exchange (IX) and resins suitable for saline water environments indicate the likelihood of a future viable extraction flowsheet;

- The acquisition strongly augments Alligator's current and planned work on exploration for potential ISR style mineralisation on the Big Lake Uranium project in the Cooper Basin region; and
- The Proposed Transaction will more than double Alligator's shareholder base, including investors interested and focussed on uranium projects and broadens the Company's overall exposure to uranium projects in supportive and stable jurisdictions.

At the conclusion of the transaction, as advised in our 30 June 2020 Quarterly Report, Alligator plans to undertake the following initial desktop and on-ground work:

- Review possible extensions to the Blackbush deposit along known channels and develop immediate potential resource expansion targets;
- Review the Blackbush deposit previous designs for ISR and open pit mining, to determine potential areas for upside value accretion;
- Review latest continuous Ion Exchange (IX) and resin technology to determine potential uranium processing upside value;
- Expand on initial landowner contacts and community engagement to ensure ongoing transparency of information and plans.

**(b) Indicative timetable for completion of the Proposed Transaction**

|                                                                                 |           |
|---------------------------------------------------------------------------------|-----------|
| EGM Meeting - Alligator                                                         | 1.10.2020 |
| EGM Meeting - SUL                                                               | 1.10.2020 |
| All Conditions Precedent under the SPA are agreed as having been met            | 1.10.2020 |
| Record Date for Samphire Shareholders                                           | 2.10.2020 |
| Completion Date                                                                 | 7.10.2020 |
| Issuing of Samphire Acquisition Securities and immediate in-specie distribution | 7.10.2020 |

**(c) Material Terms of the Proposed Transaction**

SUPL holds the Samphire Project which principally comprises an interest in Exploration Licence 5926, all mining information generated from activities on the said Exploration Licence, all authorities and approvals in and relating to the said Exploration Licences and all associated joint venture or farm-in arrangements. SUPL is also required to hold net cash of approximately \$700,000 at completion of the Proposed Transaction.

In consideration for the acquisition of SUPL, Alligator plans to issue (subject to shareholder approval) 679,561,608 Alligator Shares valued at \$0.006 per share to SUL who are required under ASIC Instrument 20-0780 to, within three days of issue by Alligator, undertake an in-specie distribution of the Alligator Shares to its shareholders. Samphire has share capital of 226,520,536 ordinary shares, hence each Samphire shareholder will receive three Alligator Shares for every Samphire share they hold.

The Proposed Transaction has been executed in the form of a SPA and is subject to satisfying or waiving certain Conditions Precedent which at the date of this Notice still include:

- SUL obtaining consent from the third parties to the assignment of the material contracts;
- Shareholder approval for the issue of the Alligator Shares;
- Samphire securing the Samphire Shareholder Approval;

- Alligator being satisfied on completion of the in-specie distribution that no persons will hold a relevant interest in AGE Shares resulting in that person or another person's voting power in Samphire exceeding 20%; and
- Presentation to the Alligator Board of the results of the completed technical, financial and legal due diligence.

There is no certainty that the above conditions will be satisfied. In addition, either the Company or SUL may terminate the Share Purchase Agreement if, prior to completion of the Proposed Transaction, a material adverse change occurs in respect of the business, assets or financial condition of the other party or an event occurs which prevents the other party from performing their obligations under the Share Purchase Agreement.

Upon successful completion of the transaction the current 1,650 Samphire shareholders will collectively hold 32% of the expanded capital structure of Alligator. The 679,561,608 Alligator Shares to be issued represents 47.2% of the current issued share capital of Alligator. The largest current shareholder of Samphire is expected to hold approximately 6.02% in Alligator immediately following the completion of the in-specie distribution.

(d) **Details of Terms of any other relevant agreement between Alligator and SUL that is conditional on Shareholder approval of the Proposed Transaction**

There are no agreements that are conditional on obtaining Shareholder approval for the Proposed Transaction

(e) **Interest that any Director has in the Proposed Transaction**

No Director of Alligator holds shares or any other interest in SUL or its subsidiaries.

(f) **Details of any person who is intended to become a Director if Shareholders approve the Proposed Transaction**

The Proposed Transaction does not include the requirement to appoint a further Director to Alligator's Board.

#### 1.4 **Directors' Recommendation**

The Directors recommend that you vote in favour of Resolution 1.

## 2. **Action to be taken by Shareholders**

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Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolutions set out in the Notice of Extraordinary Meeting.

Attached to the Notice of Extraordinary Meeting is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the EGM (subject to COVID 19 matters as discussed on page 2) or, if they are unable to attend in person, to complete, sign and return the proxy form to the Company in accordance with the instructions contained in the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the EGM in person.

## 3. **Voting entitlement**

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For the purposes of determining voting entitlements at the EGM, Shares will be taken to be held by the persons who are registered as holding the Shares at 9.30am (Brisbane Time) on 30 September 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the EGM.

#### 4. Competent Person's Statement

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Information in this Notice of Meeting is based on current and historic Exploration Results compiled by Mr Andrew Peter Moorhouse who is a member of the Australasian Institute of Geoscientists. Mr Moorhouse is the Exploration Manager for Alligator Energy Ltd, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Moorhouse consents to the inclusion in this release of the matters based on his information in the form and context in which it appears.

#### 5. Glossary

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For the purposes of the Notice of Meeting and Explanatory Memorandum:

**ASIC** means the Australian Securities & Investments Commission;

**ASX** means the ASX Limited;

**Board** means the board of directors of the Company;

**Company** or **Alligator Energy Ltd** or **Alligator** or **AGE** means Alligator Energy Ltd ACN 140 575 604;

**Corporations Act** means *Corporations Act 2001* (Cth);

**Directors** means the directors of the Company from time to time;

**EGM** or **Extraordinary General Meeting** or **Meeting** means the Extraordinary General Meeting of the Company to be held on 1 October 2020;

**Equity Securities** has the meaning given in the Listing Rules;

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice of Meeting;

**Listing Rules** or **ASX Listing Rules** means the Official Listing Rules of the ASX as amended from time to time;

**Notice of Extraordinary Meeting** or **Notice** means the notice of extraordinary meeting which accompanies this Explanatory Memorandum;

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

**Proposed Transaction** means the issue of 679,561,608 Shares to acquire the Samphire Project from Samphire Uranium Limited;

**Resolution** means the resolution set out in the Notice of Meeting;

**S Uranium Pty Ltd** or **SUPL** means S Uranium Pty Ltd ACN 116 348 915;

**Samphire Uranium Limited** or **Samphire** or **SUL** means Samphire Uranium Limited ACN 613 018 385;

**Security** or **Securities** has the meaning given in the Listing Rules;

**Shares** means fully paid ordinary shares in the Company from time to time;

**Shareholders** means the holders of Shares in the Company;

**Share Purchase Agreement** means the agreement executed on 31 July 2020 between Alligator Energy Limited, Samphire Uranium Limited and S Uranium Pty Ltd.



Alligator Energy Limited | ACN 140 575 604

# EGM Registration Card

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

## Vote by Proxy: AGE

Your proxy voting instruction must be received by **9.30 am (Brisbane time) on Tuesday, 29 September 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

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

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



|                    |                                                                                                                                                                                            |                                                                                                                                                                                                             |                                                                                                                                                                                                             |                                                                                                                                                                                                             |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <div>Contact</div> | <div>Return your completed form</div>                                                                                                                                                      |                                                                                                                                                                                                             | <div>All enquiries to Automic</div>                                                                                                                                                                         |                                                                                                                                                                                                             |
|                    | <div>  <div> <div>BY MAIL</div> <div> Automic<br/> GPO Box 5193<br/> Sydney NSW 2001 </div> </div> </div> | <div>  <div> <div>IN PERSON</div> <div> Automic<br/> Level 5, 126 Phillip Street<br/> Sydney NSW 2000 </div> </div> </div> | <div>  <div> <div>BY EMAIL</div> <div> meetings@automicgroup.com.au </div> </div> </div>                                   | <div>  <div> <div>WEBCHAT</div> <div> <a href="https://automic.com.au/">https://automic.com.au/</a> </div> </div> </div> |
|                    |                                                                                                                                                                                            |                                                                                                                                                                                                             | <div>  <div> <div>PHONE</div> <div> 1300 288 664 (Within Australia)<br/> +61 2 9698 5414 (Overseas) </div> </div> </div> |                                                                                                                                                                                                             |

[illegible]

| Resolutions                                           | For                      | Against                  | Abstain                  |
|-------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Approval of a share issue to Samphire Shareholders | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

| <b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b> |                  |                              |
|--------------------------------------------------------------|------------------|------------------------------|
| Individual or Securityholder 1                               | Securityholder 2 | Securityholder 3             |
|                                                              |                  |                              |
| Sole Director and Sole Company Secretary                     | Director         | Director / Company Secretary |

Contact Name:

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Email Address:

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Contact Daytime Telephone

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Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).



# ALLIGATOR ENERGY LTD

ACN 140 575 604

Ph (07) 3839 3904

PO Box 338, Spring Hill, Qld 4004

Suite 2, 128 Bowen Street, Spring Hill QLD 4000

21 August 2020

Dear Shareholder,

## **IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S EXTRAORDINARY GENERAL MEETING TO APPROVE ACQUISITION OF THE SAMPHIRE URANIUM PROJECT**

Alligator Energy Limited (Company) confirms an extraordinary general meeting of Shareholders to consider approval of the Samphire Project transaction (see ASX Announcement: 11 June 2020) is scheduled to be held at the offices of Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle St, Brisbane, Qld 4000 on 1 October 2020, at 9.30 am (Brisbane time) (**Meeting**).

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from the following link:

<https://web.automic.com.au/er/public/api/documents/AGE?fileName=AGEEGMNOM.pdf>

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms by no later than 9.30am Brisbane time on Tuesday 29 September 2020. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form. If you have nominated an email address and elected to receive electronic communications from the Company's share registry, Automic Registry, you will receive an email with a link to an electronic copy of the Notice of Meeting.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at [mm@alligatorenergy.com.au](mailto:mm@alligatorenergy.com.au). Responses will be provided at the Meeting in respect of all valid questions received prior to the cut-off time for receipt of proxies.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at <https://www.alligatorenergy.com.au> and the Company's ASX Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: AGE).

The Company appreciates the understanding of its Shareholders as it navigates this difficult situation.

This letter and its announcement on the ASX platform is authorised for market release by the Company's CEO, Greg Hall.

Sincerely,

A handwritten signature in black ink, appearing to be 'Mike Meintjes', with a stylized, flowing script.

Mike Meintjes  
Company Secretary