



Notice of Extraordinary General Meeting and Explanatory Memorandum

Alligator Energy Ltd ACN 140 575 604

Date of Meeting: Thursday 28 August 2025

Time of Meeting: 10.30 am (Adelaide time)

Place of Meeting: Level 1
103 King William Street
Kent Town
Adelaide
SA 5047

Shareholders can observe the meeting via the webinar conferencing facility which will be available via pre-registration at:

https://us02web.zoom.us/webinar/register/WN_3hn11CSYQcSmzSzA7C5cnw

Notice of Extraordinary General Meeting

Notice is hereby given that a physical Extraordinary General Meeting of **Alligator Energy Ltd ACN 140 575 604** will be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5047 on Thursday 28 August 2025, at 10.30 am (Adelaide time).

The Company will cater for a webinar broadcast to Shareholders able to attend the meeting virtually and to ask text-based questions during this broadcast. Shareholders who attend virtually are unable to cast their votes during the broadcast and are therefore strongly encouraged to lodge their proxy forms by the lodgement deadline set out below. **After the formal part of the meeting the CEO will provide an update briefing on current progress of the Samphire Project.**

All voting on resolutions will be conducted by a poll called for those physically present at the meeting or who have voted by proxy ahead of the lodgement deadline. Accordingly, the Directors strongly encourage all Shareholders to lodge their proxy forms by no later than 10.30am Adelaide time on Tuesday day 26 August 2025. 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 items 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 all Resolutions.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at mm@alligatorenergy.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm Adelaide time on Tuesday 26 August 2025.

The Explanatory Memorandum and associated Annexures contain important additional information about the Resolutions, including reasons supporting the Directors' proposals, and Shareholders are encouraged to review these prior to casting their vote.

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 these Resolutions.

Item 1 - Resolution 1 – Ratification of Prior Share Placement under Listing Rule 7.1

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

*"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 556,451,620 Shares at an issue price of \$0.031 per Share to unrelated institutional, sophisticated or otherwise exempt investors (**Placement Shareholders**) that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (**Placement**) on the terms set out in the Explanatory Memorandum."*

Voting Exclusion Statement

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

- (a) a person who participated in the Placement; and

Notice of Extraordinary General Meeting

(b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit by reason of being a holder of ordinary securities in the entity); or

(c) an associate of that person.

However, this does not apply to a vote cast in favour of this 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) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) 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

(ii) 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.

Item 2 – Resolution 2 – Approval to issue Options under the Placement

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 278,225,810 Options (each with an exercise price of \$0.047 and expiring on the date that is two years from their issue), and upon exercise of those Options, the issue of Shares, to participants in the Placement finalised on 30 June 2025 (**Placement Shareholders**) on the terms and conditions as set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

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

(a) a person who participated in the Placement; and

(b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit by reason of being a holder of ordinary securities in the entity); or

(c) an associate of that person.

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

Notice of Extraordinary General Meeting

- (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) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) 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 2, subject to compliance with the Corporations Act.

General business

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

Entitlement to vote:

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 7.00pm (Brisbane time) on Tuesday 26 August 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by proxy

To vote by proxy, please complete and sign the Proxy Form you will have received 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.

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

16 July 2025

Notice of Extraordinary General Meeting

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.

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 the Extraordinary General Meeting of Shareholders to be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5047 on **Thursday 28 August 2025, at 10.30 am** (Adelaide time).

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

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.

Your vote is important

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

Voting in person

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

Voting by proxy

A Shareholder is entitled to appoint a proxy. The proxy need not be a Shareholder and can either be an individual or a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

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

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

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

Virtual attendance on the day

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account.
Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the broadcast of the meeting virtually.

Explanatory Memorandum

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL / meeting link to join the webcast where you can view and listen to the broadcast of the meeting.

Terms used in this Explanatory Memorandum are defined below in Section 5.

1. Resolution 1 – Ratification of Prior Share Placement under 7.1

1.1 Background

As announced to the ASX, on 30 June 2025, the Company issued 556,451,620 Shares pursuant to the placement to unrelated institutional, sophisticated or otherwise exempt investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (**Placement**) without prior Shareholder approval under the Company’s 15% annual capacity as set out in Listing Rule 7.1.

In accordance with Listing Rule 7.1 and 7.4, to restore the Company’s capacity to issue Shares it is proposed that Shareholders ratify the issue of Shares as detailed below.

1.2 Listing Rule 7.1 and 7.4

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, or other securities with rights to conversion to equity (such as an Option), 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 (**15% Capacity**).

ASX Listing Rule 7.4 allows the Shareholders of a listed Company to approve the issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 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 for matters including capitalising on minor business development opportunities in the uranium sector, enhancing work efforts on the Samphire Project development assessment and approval process and expanding exploration drilling programs without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval to the issue of securities under the Placement and for the purposes of Listing Rule 7.4.

The following information is provided in accordance with Listing Rule 7.5:

7.5.1	Name of persons to whom the Securities were issued	The Company issued the shares under the Placement to a range of unrelated institutional, sophisticated or otherwise exempt investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (Placement Shareholders). The Placement Shareholders were engaged through the joint lead managers - Bell Potter and Taylor Collison who sought expressions of interest to participate in the Placement. For the purposes of ASX Guidance Note 21, none of the Placement Participants are: • a related party of the Company; • members of the Company’s Key Management Personnel;
--------------	--	---

Explanatory Memorandum

		• an adviser of the Company; or • an associate of any of the above, Macquarie Group Limited and its controlled bodies corporate (Macquarie) were a substantial holder of the Company as at the date of the Placement (holding 5.05%) and participated in the Placement for an amount of \$35,978 and 1,160,570 shares. Aside from Macquarie no other Placement Participants are considered to be “material investors” for the purposes of ASX Guidance Note 21, paragraph 7.4. The Shares were issued under a Share Placement Mandate with Bell Potter Securities Ltd and Taylor Collison Limited which was on market standard terms with a 6% Management and Selling Fee.
7.5.2	Number and class of Securities allotted	556,451,620 Shares
7.5.3	Terms of the Securities.	Ranking equally with all other Shares on issue
7.5.4	Date on which the securities were issued	30 June 2025
7.5.5	Price at which the Securities were issued	\$0.031 per Share
7.5.6	Use of the funds:	(a) Progressing the Samphire Project from exploration to development by: • Field Recovery Trial – allowance for any extended testing if required • Commencing Feasibility study • Initiation of Mining Lease approvals (b) Exploration and Resource drilling through: • Land Access negotiations • Samphire Resource Extension - Blackbush south and Plumbush • Big Lake discovery drilling (c) Working Capital and business development (d) Capital raising costs.
7.5.7	If the securities were issued under an agreement, summary of the material terms	The Placement Shares were issued under a placement acceptance letter that contains standard terms for a placement of shares and attaching options.
7.5.8	Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting for Resolution 1.

Explanatory Memorandum

1.3 Outcome for voting for and against the Resolution

If Resolution 1 is passed, the Shares issued to Placement Shareholders will be excluded from the Company's 15% Capacity pursuant to ASX Listing Rule 7.1, maintaining the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue of the Shares pursuant to the Placement.

If Resolution 1 is not passed, the Shares issued to Placement Shareholders will be included in the Company's 15% Capacity pursuant to ASX Listing Rule 7.1, 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 Shares pursuant to the Placement to a negligible number. Shareholder approval (requiring a further general meeting and incurring the associated costs) would then be required to enable the Company to capitalise on minor business development opportunities or to accelerate execution of its business plan.

1.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Approval to issue Options under the Placement

2.1 Background

As announced to the ASX, on 30 June 2025, and referred to in section 1, the Company issued 556,451,620 Shares pursuant to the placement to unrelated professional, sophisticated or otherwise exempt investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (**Placement**) without prior Shareholder approval under the Company's 15% annual capacity as set out in Listing Rule 7.1.

The Placement Shareholders were offered one option for every two shares subscribed for. The options were not covered by the Company's 15% capacity under Listing Rule 7.1 and were therefore subject to Shareholder approval.

2.2 Listing Rule 7.1

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, or other securities with rights to conversion to equity (such as an Option), 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 (**15% Capacity**).

The proposed issue of the Options pursuant to the Placement do not fall within any of the exceptions set out in Listing Rule 7.2. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the proposed issue of the Options offered under the terms of the Placement, to Placement Shareholders under and for the purposes of Listing Rule 7.1.

2.3 Outcome for voting for and against the Resolution

If Resolution 2 is passed, the Company will be able to issue 278,225,810 Options to Placement Shareholders.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 278,225,810 Options to Placement Shareholders.

2.4 Information for Listing Rule 7.3

For the purposes of Listing Rule 7.3, the Company provides the following information:

7.3.1	Allottees of Equity Securities	The Options under the Placement will be issued to Placement Shareholders.
--------------	--------------------------------	---

Explanatory Memorandum

		For the purposes of ASX Guidance Note 21, none of the Placement Participants are: • a related party of the Company; • members of the Company's Key Management Personnel; • an adviser of the Company; or • an associate of any of the above, Macquarie Group Limited and its controlled bodies corporate (Macquarie) were a substantial holder of the Company as at the date of the Placement (holding 5.05%) and participated in the Placement for an amount of \$35,978 and 1,160,570 shares. Aside from Macquarie no other Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.4. The Options will be issued under a Share Placement Mandate with Bell Potter Securities Ltd and Taylor Collison Limited which was on market standard terms with a 6% Management and Selling Fee.
7.3.2	Number and class of Securities that will be issued	The Company will issue 278,225,810 Options under the Placement.
7.3.3	Terms of the Equity Securities	The terms of the Options are set out in Annexure 1. The Shares issued on exercise of the Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
7.3.4	Date or dates on or by which the Company will issue the Securities	The Options will be issued as soon as possible and, in any event, within three (3) months of the date of the meeting.
7.3.5	Price of Equity Securities	The Options will be issued at a nil issue price as the Options are free on the basis of 1 Option for every 2 Shares subscribed for under the Placement.
7.3.6	Purpose of issuing the Securities	No funds will be raised from the issue of the Placement Options.
7.3.7	If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Options will be issued under the placement acceptance letter for the Placement Shares that contains standard terms for the placement of shares and attaching options. The Options will be issued at a nil issue price on the basis of 1 Option for every 2 Shares subscribed for under the Placement.
7.3.8	If the securities are 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 2.

Explanatory Memorandum

2.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

1.6 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

The Chair intends to vote any undirected proxies in favour of the Resolution 2.

3. Action to be taken by Shareholders

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

Attached to the Notice of Meeting is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the EGM 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.

4. Voting entitlement

For the purposes of determining voting entitlements at the AGM, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Brisbane Time) on Tuesday 26 August 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the EGM.

5. Glossary

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

EGM or Extraordinary General Meeting or Meeting means the Extraordinary General Meeting of the Company to be held on Thursday 28 August 2025;

ASX means the ASX Limited;

Board means the board of directors of the Company;

Business Day means a week day on which banks are open for general banking business in Brisbane;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph;

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

Constitution means the governing rules of the Company approved by Shareholders from time to time;

Explanatory Memorandum

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

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

Equity Securities has the meaning given to that term 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 Meeting or **Notice** means the notice of meeting which accompanies this Explanatory Memorandum;

Options means the Equity Securities issued in accordance with the terms set out in Annexure 1

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

Resolutions means the resolutions set out in the Notice of Meeting;

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

Shareholders means the holders of Shares in the Company; and

Trading Day has the meaning given to that term in the Listing Rules.

Explanatory Memorandum

Annexure 1 – Option Terms

1. The Options shall be issued for no cash consideration.
2. The exercise price of each Option is \$0.047 (**Exercise Price**).
3. The Options will expire on the date which is two (2) years from their issue (**Expiry Date**) unless earlier exercised.
4. The Options are transferable.
5. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise 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 50,000 unless the Option holder holds less than 50,000 Options in which case all Options must be exercised at one time.
7. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares (**Shares**).
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 required pursuant to the ASX 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 ASX 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 ASX 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 holders of the Options which 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 an Option may be reduced according to the following formula:

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

Where:

- | | | |
|-------|---|---|
| O^n | = | the new exercise price of the Option; |
| O | = | the old exercise price of the Option; |
| E | = | the number of underlying securities into which one Option is exercisable; |
| P | = | the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date; |
| S | = | the subscription price for a security under the pro rata issue; |
| D | = | dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and |

Explanatory Memorandum

N = 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 holders of Shares in 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 holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, unless all necessary waivers of the ASX 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 shall apply for listing of the Options on the ASX with any subsequent listing subject to compliance with the relevant ASX Listing Rules and the Corporations Act.
15. The Company shall apply for listing of the resultant Shares of the Company issued upon exercise of any Option.
16. The Options (and the underlying ordinary shares) have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States unless the Options (and the underlying ordinary shares) have been registered under the US Securities Act of 1933 or according to transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.
17. Any holder of the Options (and the underlying ordinary shares) agrees for the benefit of the Company that the Options (and the underlying ordinary shares) may be offered, sold, pledged or otherwise transferred only (a) to the Company, (b) outside the United States in compliance with Regulation S under the US Securities Act and local laws and regulations, (c) in a transaction that does not require registration under the US Securities Act and in compliance with applicable US state securities laws, or (d) pursuant to an effective registration statement under the US Securities Act



Alligator Energy Limited | ABN 79 140 575 604

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.30am (ACST) on Tuesday, 26 August 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

