QUARTERLY ACTIVITIES REPORT
30 SEPTEMBER 2024

HIGHLIGHTS

Exploration Activities

- Multiple drilling and production testing operations successfully completed at ER315 in South Africa.
- Production Testing at RBD03 and RBD10 completed with outstanding results and each well recording world class helium concentrations.
- Renewal of ER315 received, extending permit tenure until August 2026.
- RBD12 successfully drilled and logged safely and on budget; gas intersected and flowing to surface. Testing program to commence upon completion of testing at RBD01, which is currently underway.

D3 Energy's Managing Director and CEO, Mr David Casey commented: "*The September Quarter was another successful period of exploration for D3 Energy. Our flagship ER315 exploration right in the Free State province of South Africa continues to deliver outstanding results in both drilling and testing operations.*

Our production testing program on historical (RBD03) and newly drilled (RBD10) boreholes delivered exceptional results with substantial increases in flowrates from the application of more fit for purpose testing equipment. Likewise, helium and methane composition from gas sampling continues to impress with world class helium concentrations continuing to be measured across all our operations so far.

The granting of the renewal of ER315 provides us with important additional tenure over the permit, but also demonstrates the strong support we are receiving from the regulators, including the Petroleum Agency of South Africa (PASA) and the Department of Mineral Resources and Energy.

With the results of the exploration work thus far, we are moving forward with plans to apply for a Production Right over the southern portion of ER315 and which has been the initial focus of operations."

Exploration Activities

Successful Production Testing at RBD03 and RBD10

As announced to ASX on 12 August 2024, D3 Energy completed a production testing program at RBD03 at ER315. To undertake this testing work, the Company deployed more fit for purpose and accurate metering equipment, designed and manufactured in Australia to meet API and AGA standards. The results demonstrated an almost two-fold increase in the stabilized flow rate at RBD03 when compared with results gained from previous equipment used by the Company, with a recorded average flow rate of 147 Mscfd for a 16-day period.

Total gas produced from RBD03 over the period was 2,346 Mscf.

Gas samples were collected during the testing and were analysed by a SANAS accredited laboratory in South Africa. **The results showed a helium and methane composition of 5.1% and 87.1% respectively**.

On 29 August 2024, the Company announced results from production testing at RBD10. The average flow rate was 52% higher than the previous measurement using old equipment and was recorded at 191 Mscfd over a 14-day period. Total gas production over the testing period was 2,674 Mscf.

Again, **world class helium concentrations were recorded at 4.7**%. Methane concentration was 87.7%

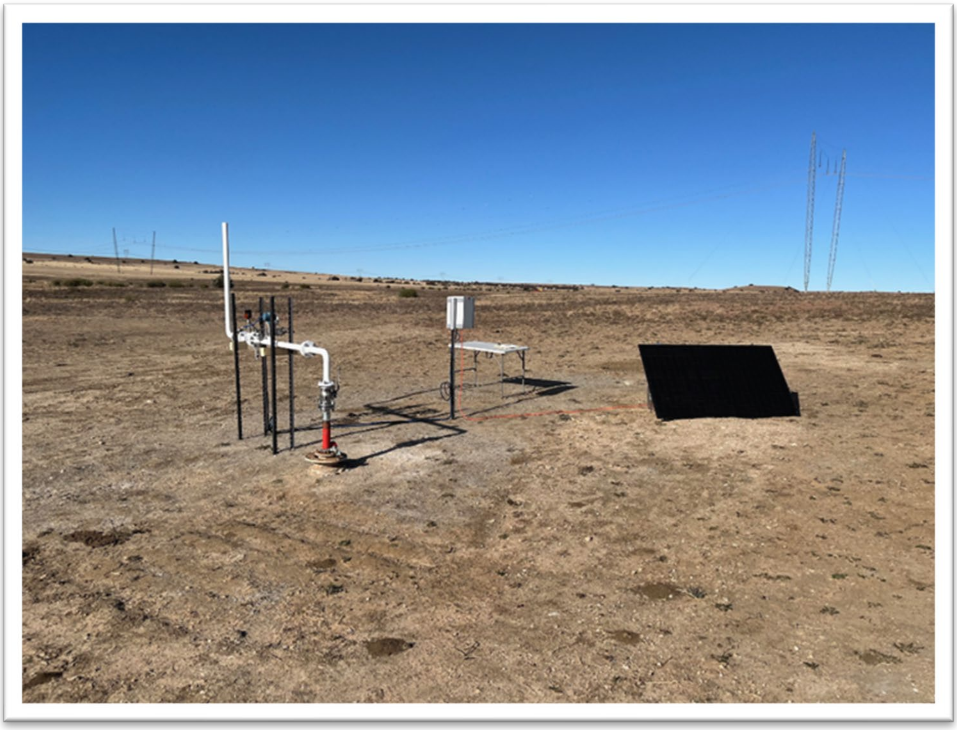


Figure 1 – new testing equipment in-situ in ER315

Additionally, and post the end of the Quarter, the Company commenced a production testing program at RBD01. RBD01 was originally drilled in 1982 as a gold exploration borehole and has been flowing gas since that time. Upon completion of testing at RBD01, the Company will commence testing at RBD12 (see below).

RBD12 well successfully drilled

During the period, D3 Energy commenced drilling at its third exploration well within ER315.

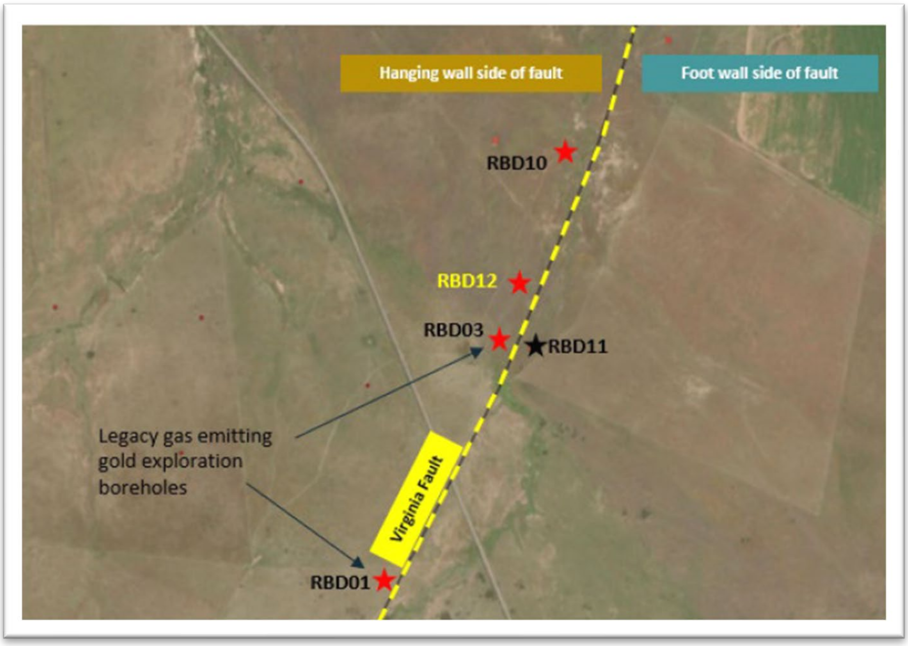
RBD12 reached a total depth of 594m and was completed within budget and without any safety incidents. This was a credit to the D3 Energy drilling and technical team.

Figure 2 - Drilling at RB12

RBD12 was drilled to further assess the reservoir's long-term deliverability and to collect additional data on helium and methane concentrations. The well is located near the recently tested RBD03 well.

The gas bearing zones of the Witwatersrand formation were intersected as prognosed and methane gas detected. At the completion of drilling, gas was flowing to surface. The wellhead was installed, and production testing will commence in the coming weeks after the testing of RBD01 and once RBD12 has stabilised following drilling operations.

Downhole geophysical logging has been conducted, and whilst analysis is ongoing, initial indications are that fractures have been intersected in RBD12.



Map showing RBD12 location and existing well positioning against the Virginia Fault

Contingent and Prospective Resources[1]

The Company holds a significant, independently certified Contingent Resource and Prospective Resource at ER315 as set out below:

Contingent Resource (BCF)	1C	2C	3C
Recoverable Gas Resource	336.65	547.45	858.03
Recoverable Methane	291.88	474.64	743.91
Recoverable Helium	13.803	22.445	35.179

Table 1: ER315 Contingent Resource

Prospective Resource (BCF)	1U	2U	3U
Recoverable Gas Resource	228.44	661.32	1875.35
Recoverable Methane	198.06	573.36	1625.93
Recoverable Helium	9.366	27.114	76.889

Table 2: ER315 Prospective Resource[2]

[1] Please refer to the D3 Energy Limited Prospectus dated 5 March 2024 (as supplemented by a supplementary prospectus dated 10 April 2024 and a second supplementary prospectus dated 17 April 2024) for Contingent Resources and Prospective Resources presented in this announcement. D3 Energy confirms that it is not aware of any new information or data that materially effects the information contained in the Prospectus and that all material assumptions and technical parameters underpinning the estimates contained in the Prospectus have not materially changed.

[2] **Prospective Resources.** The estimated quantities of gas that may be recovered by the application of a future development project(s) relate to undiscovered accumulations. Those estimates have both a risk of discovery and a risk of development. Further exploration, appraisal and development is required to determine the existence of a significant quantity of potentially recoverable hydrocarbons.

Corporate

Key expenditure

Key expenditure during the quarter comprised salaries, wages and general administration costs and the undertaking of exploration and evaluation activities including drilling and production testing at the Company's ER315 tenement in Free State province of South Africa.

D3 Energy held cash reserves of ~$7.6 million as at 30 September 2024.

In accordance with ASX Listing Rule 5.4.2, the Company advises that no oil and gas production and development activities were conducted during the quarter.

Compensation and Settlement Agreement – Solar Projects

Following the end of the quarter the Company entered into a compensation and settlement agreement (**Agreement**) with a group of private South African companies comprising Corona Energy (Proprietary) Limited and Indus Energy (Proprietary) Limited and their associated entities (**Solar Group**) which have bid via a government tender process on the development of a solar farm project within a small area of ER315. The Agreement sets out the terms upon which the Company and Solar Group will co-operate for the progress of their mutual projects.

The proposed solar projects will not impact the Company's current or future exploration or development operations. Under the Agreement, the Company agreed not to object to the proposed solar projects or to undertake invasive exploration activities in the proposed location of the solar farms. In consideration the Company will receive conditional payments of up to USD1,000,000 payable as follows:

- An initial USD 200,0000 payable within 10 days of signing the Compensation and Settlement Agreement;
- A subsequent payment of USD 200,000 payable subject to the Solar Group being appointed the Preferred Bidder for one of the solar projects; and
- A final payment of USD 600,000 payable subject to the achievement of financial close of one of the solar projects.

The Solar Group also agreed not to object to the Company's activities including the EA Amendment, any renewal of ER315 or any application for a Production Right.

The Company notes that the Solar Group is participating in a competitive bid process for the supply of power through the proposed solar projects and may not be successful. This process could take up to 12 months to close.

Related Party Payments

In accordance with ASX Listing Rule 4.7C.3 payments to Related Parties of the Company and their associates outlined in the Company's appendix 5B for the quarter relate to Director's fees and payments to Vector Advisors, a company associated with Matt Worner.

Prospectus – Proposed Use of Funds

In accordance with ASX Listing Rule 5.3.4, the Company provides the following comparison of its actual expenditure on the individual items in the "use of funds" statement in its IPO Prospectus since the date of its admission to ASX against the estimated expenditure on those items in the "use of funds" statement in the IPO Prospectus and an explanation of any material variances. The material variances are due to the Company only being admitted to the Official List of ASX on 13 May 2024 and therefore actual use of funds representing approximately five months whilst proposed/budget use of funds being for 24 months.

Item	Proposed Use of Funds	Actual Use of Funds	Variance (Under)/Over
Exploration and feasibility costs on D3 Project	$7,000,000	$705,875	($6,294,125)
South Africa Exploration Right Applications (ERA341, TCP 235 and TCP240)	$397,408	-	($397,408)
New project generation and acquisition	$1,000,000	$61,149	($938,851)
Expenses of the Capital Raising Offer	$619,000	$861,945	$242,945
Admin costs, working capital and other	$1,910,772	$1,124,304	($786,468)
Total	**$10,927,180**	**$2,753,274**	**($8,173,906)**

Tenement Schedule

Table 1. Summary of D3 Energy tenement holding September Quarter End. All tenements are held by subsidiary company Motuoane Energy (Pty) Ltd

Name	Interest in Tenement
ER315	100%
TCP235	100%
TCP240	100%
ERA341 (application)	100%

The Company has submitted an application to PASA for the grant of an Exploration Right over the area covered by ERA341, TCP235 and TCP240.

Authorised for release by the Board of Directors of D3 Energy Limited

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About D3 Energy Limited

D3 Energy (ASX: D3E) is an Australian-listed company focused on the exploration and development of helium and natural gas assets in South Africa's Free State Province. The Company's ER315 project holds significant contingent and prospective helium and natural gas resources, positioning D3 Energy as a key player in the global energy transition.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity	
D3 Energy Limited	

ABN	Quarter ended (“current quarter”)
87 649 276 808	30 September 2024

Consolidated statement of cash flows		Current quarter $A’000	Year to date (3 months) $A’000
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	-	-
1.2	Payments for	-	-
	(a) exploration & evaluation	(538)	(538)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(182)	(182)
	(e) administration and corporate costs	(352)	(352)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	28	28
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (GST)	80	80
1.9	**Net cash from / (used in) operating activities**	**(964)**	**(964)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	(8)	(8)
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter $A'000	Year to date (3 months) $A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from / (used in) investing activities**	**(8)**	**(8)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	**Net cash from / (used in) financing activities**	**-**	**-**

4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	8,589	8,589
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(964)	(964)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(8)	(8)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-

Consolidated statement of cash flows		**Current quarter $A'000**	**Year to date (3 months) $A'000**
4.5	Effect of movement in exchange rates on cash held	(5)	(5)
4.6	**Cash and cash equivalents at end of period**	**7,612**	**7,612**

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter $A'000**	**Previous quarter $A'000**
5.1	Bank balances	7,612	8,589
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**7,612**	**8,589**

6.	**Payments to related parties of the entity and their associates**	**Current quarter $A'000**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	171
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end $A'000**	**Amount drawn at quarter end $A'000**
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	**Total financing facilities**	-	-
7.5	**Unused financing facilities available at quarter end**		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
	N/A		

8.	**Estimated cash available for future operating activities**	**$A'000**
8.1	Net cash from / (used in) operating activities (item 1.9)	(964)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(964)
8.4	Cash and cash equivalents at quarter end (item 4.6)	7,612
8.5	Unused finance facilities available at quarter end (item 7.5)[1]	-
8.6	Total available funding (item 8.4 + item 8.5)	7,612
8.7	**Estimated quarters of funding available (item 8.6 divided by item 8.3)**	7.90

Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:

8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer:
N/A

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: N/A

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: ....31 October 2024...

Authorised by: ...... The Board..
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – eg Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.