

13 February 2026

Dear Shareholder,

Re: Notice of Meeting on Monday, 16 March 2026 at 1.00pm (AEDT)

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (Company) will be held virtually, at 1.00pm (AEDT) on Monday, 16 March 2026 (**EGM, Extraordinary General Meeting or Meeting**).

The Company will not be dispatching physical copies of the meeting documents and notices, including the Notice of Meeting for the EGM, unless you request a physical copy to be posted to you.

The Notice of Meeting, accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://www.strategicenergy.com.au/> or at or at the Company's share registry's website <https://au.investorcentre.mpms.mufg.com/>.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "SER".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://au.investorcentre.mpms.mufg.com/> if you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry MUFG Corporate Markets (AU) Limited, on <https://au.investorcentre.mpms.mufg.com/> or by phone on 1300 554 474 between 8:30am and 7:30pm (AEDT) Monday to Friday, to obtain a copy.

The Company strongly recommends that Shareholders lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,



Mathew Watkins
Company Secretary
Strategic Energy Resources Limited



STRATEGIC ENERGY RESOURCES LIMITED
ACN 051 212 429

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 16 March 2026

Time of Meeting:
1.00PM (AEDT)

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://strategicenergy.com.au/>.

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

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (the “Company” or “SER”) will be held virtually at 1.00pm (AEDT) on Monday, 16 March 2026 (Extraordinary General Meeting or EGM or Meeting).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

When: Monday, 16 March 2026 at 1.00pm (AEDT)

Topic: Strategic Energy Resources Limited - Extraordinary General Meeting

Register in advance for the virtual meeting:

https://vistra.zoom.us/webinar/register/WN_bIAiD26CS3i3eea3XnGEAA

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mathew.watkins@vistra.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the EGM online should monitor the Company’s website and its ASX announcements for any updates about the EGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SER) and on its website at <https://strategicenergy.com.au/>.

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (the "Company" or "SER") will be held online at 1.00pm (AEDT) on Monday, 16 March 2026 (General Meeting or EGM or Meeting).

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1: Consolidation of Capital

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

"That, pursuant to section 254H of the Corporations Act, ASX Listing Rule 7.22 and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:

- (a) every twenty (20) Shares be consolidated into one (1) Share; and*
- (b) every twenty (20) Options be consolidated into one (1) Options,*
and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security"

By order of the Board



Mathew Watkins
Company Secretary
13 February 2026

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
3. **Proxies**
 - a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy form must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
 - h. To be effective, proxy forms must be received by the Company's share registry (MUFG Corporate Markets (AU) Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 1.00pm (AEDT) on Saturday, 14 March 2026. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

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

5. How the Chair will vote Undirected Proxies

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

6. Voting Exclusion Statement:

Resolution 1

There are no voting exclusions on this Resolution.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Mathew Watkins on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (“**Statement**”) accompanies and forms part of the Company’s Notice of Extraordinary General Meeting (“**Notice**”) for the Extraordinary General Meeting (“**Meeting**”) will be held online, at **1.00pm (AEDT) on Monday, 16 March 2026**.

The Notice incorporates, and should be read together, with this Statement.

Resolution 1: Consolidation of Capital

Background

As announced on 12 February 2026, the Company is in the process of undertaking a restructure of the Company’s Share Register through the establishment of an Unmarketable Parcel Share Sale Facility (“**Facility**”) and seeking shareholder approval to consolidate the issued capital of the Company on a one (1) for twenty (20) basis (“**Consolidation**”).

Resolution 1 seeks Shareholder approval to consolidate the number of issued Shares and Options on a one (1) for twenty (20) basis (Consolidation). Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

This section of the Explanatory Memorandum includes the information required by ASX Listing Rule 7.20 to be provided to Shareholders in relation to Resolution 1.

Reasons for the Consolidation

As at the date of this Notice, the Company had a total of 1,113,933,331 Shares on issue. The Consolidation is expected to result in a simplified and more effective capital structure for the Company and a more appealing share price to a wider range of investors.

Given third-party feedback, the Board believes that this may help to make investing in the Company’s Shares more attractive to a broader range of institutional and professional investors and other members of the investing public. In addition, low-priced shares may be more prone to speculation and therefore are generally more volatile. Accordingly, the Board believes that the proposed share consolidation will help reduce short-term Share price volatility and offset the effects of short-term Share price speculation and reduce fluctuations in the Company’s market capitalisation.

Shares

If Resolution 1 is approved, every twenty (20) Shares on issue will be consolidated into one (1) Share (subject to rounding). Overall, this will result in the number of Shares on issue reducing from 1,113,933,331 fully paid ordinary shares to approximately 55,696,667 Shares (subject to rounding and any changes to the share capital following the date of this Notice).

As the proposed Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of Shareholders. Similarly, the enterprise value of the Company should not (in theory) change as a result of the Consolidation. The theoretical price per Share, should increase in inverse ratio to the consolidation (to reflect the reduced number of Shares on issue). The Directors do not anticipate the price of Shares trading on ASX to change proportionally to the Consolidation ratio but note that it is possible that the immediate post Consolidation price per Share may be equal to, more or less than the mathematical result.

Options

As at the date of the Notice, the Company had 241,225,000 Options on issue. In accordance with ASX Listing Rule 7.22, these Options will be consolidated on the same basis as the Company’s Shares with the effect that the number of underlying Shares the subject of each Option will be reduced by a factor of 20, with the exercise price of the Options increasing in inverse proportion to the consolidation ratio. After the Consolidation, there will be approximately 12,061,250 Options (subject to rounding and any changes to the share capital following the date of this Notice) on issue.

Other than the number and exercise price of Options, there are no other changes to the terms of the Options. In all other respects, the terms of the Options are confirmed and remain in full force and effect.

Capital Structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

	Shares	Options
Current issued capital (on a pre-Consolidation basis)	1,113,933,331	241,225,000
Post 20:1 Consolidation of Securities	55,696,667	12,061,250

Fractional Entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 20. Where the Consolidation results in an entitlement to a fraction of a Share that fraction will be rounded up to the nearest whole number of Shares.

Taxation

It is not considered that any taxation implications will exist for Shareholders or holders of Options arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation. The Company, the Directors and their advisors do not accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding Statements

From the date of the Consolidation, all holding statements for previously quoted Shares will cease to have any effect as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those Shares together with new certificates for Options.

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

Indicative Timetable

If Resolution 1 is passed, the Consolidation is proposed to take effect pursuant to the following timetable in accordance with Appendix 7A (section 8) of the ASX Listing Rules:

Event	Date
Following Shareholder approval under Resolution 1, Company announces Effective Date of Consolidation	16 March 2026
Effective Date of the Consolidation	1 April 2026
Last day for trading pre-Consolidation securities	2 April 2026
Trading in reorganised securities commences on a deferred settlement basis	7 April 2026
Record Date for Consolidation. Last day for Company to register transfers on a pre-Consolidation basis	8 April 2026
Registration of securities on a post-Consolidation basis. First day to send new Holding Statements	9 April 2026
Deferred settlement trading ends. Last day to update register and send notice to all shareholders and notification to ASX that this has occurred.	14 April 2026
Normal trading in reorganised securities commences	15 April 2026

Consequences of the Resolution

If this Resolution is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out above. The Consolidation will take effect on and from 1 April 2026 (“**Effective Date**”).

If this Resolution is not passed, the Company will not proceed with the Consolidation and the Company's current capital structure will remain unchanged. The Facility will be completed regardless of the outcome of Resolution 1.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

GLOSSARY

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

“\$” means Australian Dollars;

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

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

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

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” or “**SER**” means Strategic Energy Resources Limited ACN 051 212 429;

“**Consolidation**” has the meaning given in the Background of Resolution 1.

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

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

“**Director**” means a Director of the Company;

“**Effective Date**” is 1 April 2026.

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Facility**” has the meaning given in the Background of Resolution 1.

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

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

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

“**Option**” means an option giving the right to subscribe to one Share subject to terms and conditions;

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

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

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

“**Shareholder**” means shareholder of the Company;

LODGE YOUR VOTE

	ONLINE https://au.investorcentre.mpms.mufg.com
	BY MAIL Strategic Energy Resources Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND MUFG Corporate Markets (AU) Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474



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PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **1:00pm (AEDT) on Monday, 16 March 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://vistra.zoom.us/webinar/register/WN_bIAiD26CS3i3eea3XnGEAA

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

VOTING DIRECTIONS

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

Resolution

For Against Abstain*

1 Consolidation of Capital

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 2



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

SER PRX2601N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Saturday, 14 March 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufg.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Strategic Energy Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)