

## **Pro-Rata Non-Renounceable Entitlement Offer (Rights Issue) Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Red Sky Energy Ltd [ABN 94 099 116 275] (ASX:ROG) (**ROG** or the **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**).

The Company proposes conducting a pro-rata non-renounceable entitlement offer of two (2) new fully paid ordinary ROG shares (**New Share**) for every three (3) fully paid ordinary ROG shares (**Shares**) held (2:3) by shareholders with a registered address in Australia, New Zealand or the United Kingdom as at the **Record Date** of 7:00pm (Melbourne time) on 24 April 2026 (being **Eligible Shareholders**) at an issue price of \$0.001 (0.1 cents) per New Share to raise approximately \$4.2 million before costs (**Offer**). Any New Shares not taken up by Eligible Shareholders will form part of the **Shortfall**. The Offer is fully underwritten by CPS Capital Group Pty Ltd [ABN 73 088 055 636] [AFSL 294848] (**Underwriter**).

1. The Company gives notice under section 708AA(2)(f) of the Act as follows:
  - (a) the New Shares under the Offer will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
  - (b) this notice is being given under section 708AA(2)(f) of the Act;
  - (c) as at the date of this notice, ROG has complied with:
    - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
    - (ii) sections 674 and 674A of the Act;
  - (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act, that is required to be set out in this notice under section 708AA(7) of the Act; and
  - (e) the potential effect of the issue of New Shares under the Offer (including New Shares from the Shortfall) on the control of ROG and the consequences of that effect will depend on a number of factors, including but not limited to the extent Eligible Shareholders take up their entitlements and/or participate in the Shortfall. Further details are set out in section 2 below.
2. The potential effect of the Offer on the control of the Company (based on the issued share capital of the Company as at the date of this notice and noting that the Offer is fully underwritten by the Underwriter) is summarised below:
  - (a) If all Eligible Shareholders take up their entitlements to New Shares under the Offer in full, then the percentage interest in the issued capital of the Company of all Eligible Shareholders will remain the same as at the Record Date;

- (b) If not all Eligible Shareholders take up their entitlements to New Shares under the Offer, an Eligible Shareholder who takes up their full entitlement to New Shares under the Offer but does not subscribe for and receive New Shares from the Shortfall will retain their percentage ownership of the Company at the Record Date and will not be diluted as a result of the issue of New Shares under the Offer (including the issue of any New Shares from the Shortfall);
- (c) Any Eligible Shareholder who does not take up their entitlement to New Shares under the Offer in full will have their percentage interest in the Company diluted as a result of the issue of any New Shares under the Offer (including the issue of any New Shares from the Shortfall);
- (d) Eligible Shareholders who do not take up their entitlement to New Shares under the Offer at all will have their percentage interest in the Company diluted as a result of the issue of any New Shares under the Offer (including the issue of any New Shares from the Shortfall) more significantly than an Eligible Shareholder who takes up some, but not all, of their entitlement to New Shares under the Offer as described at (c) above;
- (e) Any Eligible Shareholder who takes up their full entitlement to New Shares under the Offer and who subscribes for and receives New Shares from the Shortfall (if any) will increase their percentage interest in the issued capital of the Company;
- (f) The allocation process for New Shares under the Shortfall will be set out in detail in the offer booklet for the Offer. As announced by the Company in the Appendix 3B released to ASX on 10 April 2026, applications for New Shares from the Shortfall received from Eligible Shareholders will be capped at 50% of the entitlement to New Shares of that Eligible Shareholder under the Offer (subject to the discretion of the Company in consultation with the Underwriter);
- (g) The proportional interests of shareholders who are not Eligible Shareholders will be diluted as those shareholders are not eligible to participate in the Offer;
- (h) The Company will not allocate New Shares from the Shortfall if such allocation would contravene the takeover provisions of the Act or other applicable law. Details of the allocation policy for New Shares from the Shortfall are set out in the offer booklet for the Offer;
- (i) CPS Capital Group Pty Ltd (Underwriter) has agreed to underwrite the Offer in full, subject to the terms of an underwriting agreement that are summarised in the offer booklet for the Offer. These terms include that the Underwriter will receive:
- a cash fee of 6% of the underwritten amount (being the total to be raised under the Offer) plus GST, as applicable; and
  - one option for every three shares under the Offer (each option with an exercise price of \$0.003 (0.3 cents) expiring three years from issue), subject to shareholder approval. If shareholders do not approve the issue of these options then the Company will pay the Underwriter a fee equal to 6% of the underwritten amount in lieu of the options.
- (j) The Underwriter has advised the Company that it has agreements with sub-underwriters which, together with the Underwriter, are for the entire underwritten amount and that no sub-underwriter (or the Underwriter) is anticipated to hold a relevant interest in more than 19.99% of the issued Shares following completion of the Offer (including Shortfall).

(k) Having regard to (i) and (j) above and for indicative purposes:

- If no eligible shareholder takes up their entitlement to New Shares under the Offer and no sub-underwriters acquire any Shares pursuant to their sub-underwriting obligations, the Underwriter will acquire a relevant interest in 40% of the post-Offer Shares.
- If no eligible shareholder takes up their entitlement to New Shares under the Offer and the sub-underwriters acquire Shares in accordance with their sub-underwriting agreements, the Underwriter has indicated the Underwriter and each sub-underwriter will not hold a relevant interest in more than 19.99% of the post-Offer Shares.

Further details of the underwriting (including related party sub-underwriting) were set out in the announcement released to ASX on 10 April 2026.

- (l) At the date of this notice, the Company has one substantial shareholder, being George Spiros Papaconstantinos who holds 564,702,357 Shares (9.08%). The Company has not received any indication from George Spiros Papaconstantinos as to whether they will participate in the Offer (and the extent of that participation). For indicative purposes, if George Spiros Papaconstantinos were to take up their entitlement under the Offer in full and subscribe for and receive the full allocation of Shares from the shortfall, the relevant interest of George Spiros Papaconstantinos would increase from 9.08% to approximately 10.89%.
- (m) On completion of the Offer and as described above (including in respect of the indication received by the Company from the Underwriter), no shareholder of the Company is anticipated to hold a relevant interest in 20% or more of the voting shares of the Company.

Other than as noted above, the Offer is not expected to materially affect the control of the Company.

If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

Signed for and on behalf of the Board.



Pauline Moffatt  
Joint Company Secretary