



**PROMINENCE
ENERGY**

PROMINENCE ENERGY LIMITED

ACN 009 196 810

**NOTICE OF GENERAL MEETING AND
EXPLANATORY MEMORANDUM**

Thursday, 18 June 2026

11:00am AWST

To be held at Level 4, 88 William St, Perth WA 6000

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (8) 9321 9886.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Prominence Energy Limited (ACN 009 196 810) (**Company**) will be held at Level 4, 88 William St, Perth WA 6000, on Thursday, 18 June 2026 commencing at 11:00am AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00pm AWST on Tuesday, 16 June 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

To consider, and if thought fit, to pass with or without amendment, as **ordinary resolutions**, the following:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of

- (a) *254,501,458 Tranche 1 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1 capacity; and*
- (b) *169,667,638 Tranche 1 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1A capacity,*

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1(a) and 1(b) by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Placement Participants (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1(a) and 1(b) by:

- (a) a person as a 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;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 1(a) and 1(b), in accordance with a direction given to the Chair to vote on Resolution 1(a) and 1(b) 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 Resolution 1(a) and 1(b); and

- (ii) the holder votes on Resolution 1(a) and 1(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to Issue Tranche 2 Placement Shares

To consider, and if thought fit, to pass with or without amendment, as an **ordinary resolution**, the following:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 257,649,085 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, Placement Participants (and/or their respective nominees))); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

3. Resolution 3 – Approval to Issue Placement Options

To consider, and if thought fit, to pass with or without amendment, as an **ordinary resolution**, the following:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 227,272,727 Placement Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, Placement Participants (and/or their respective nominees))); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

4. Resolution 4 – Approval to Issue Lead Manager Options (GBA Capital Pty Ltd)

To consider, and if thought fit, to pass with or without amendment, as an **ordinary resolution**, the following:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 68,181,818 Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, GBA Capital Pty Ltd (and/or its nominees))); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

5. Resolution 5(a) and 5(b) – Approval to Issue Director Placement Shares and Director Placement Options to Director (Mr Ian McCubbing)

To consider, and if thought fit, to pass with or without amendment, as **ordinary resolutions**, the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to

- (a) *9,090,909 Director Placement Shares to Mr Ian McCubbing (and/or his nominees); and*
- (b) *3,030,303 Director Placement Options to Mr Ian McCubbing (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

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

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Ian McCubbing (and/or his nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

6. Resolution 6(a) and 6(b) – Approval to Issue Director Placement Shares and Director Placement Options to Director (Mr Troy Hayden)

To consider, and if thought fit, to pass with or without amendment, as **ordinary resolutions**, the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to

- (a) *9,090,909 Director Placement Shares to Mr Troy Hayden (and/or his nominees); and*
 - (b) *3,030,303 Director Placement Options to Mr Troy Hayden (and/or his nominees),*
- on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

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

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Troy Hayden (and/or his nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

7. Resolution 7(a) and 7(b) – Approval to Issue Director Placement Shares and Director Placement Options to Director (Mr Bevan Tarratt)

To consider, and if thought fit, to pass with or without amendment, as **ordinary resolutions**, the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to

- (a) *9,090,909 Director Placement Shares to Mr Bevan Tarratt (and/or his nominees),*
- (b) *3,030,303 Director Placement Options to Mr Bevan Tarratt (and/or his nominees),*

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Bevan Tarratt (and/or his nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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;
- (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.

Dated 12 May 2026

BY ORDER OF THE BOARD

Jennifer Voon
Joint Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 4, 88 William St, Perth WA 6000 on Thursday, 18 June 2026 commencing at 11:00am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (a) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (b) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on unless you direct them how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 5(a) – 7(b) by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

Online

Vote online at www.investorvote.com.au and simply follow the instructions on the enclosed proxy form.

By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
BY FAX	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
BY MOBILE	Scan the QR Code on your Proxy Form and follow the prompts
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

3. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

3.1 General

On 1 May 2026 the Company announced it had received firm commitments to raise \$1,560,000 (before costs) through a placement of 709,090,908 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.0022 per Placement Share to professional and sophisticated investors (**Placement Participants**), together with one (1) free-attaching unlisted option for every three (3) Placement Shares subscribed for, exercisable at \$0.004 per option and expiring three (3) years from the date of issue (**Placement Options**) (**Placement**). The Company also announced that subject to Shareholder approval, Directors have committed to participate in the Placement (**Participating Directors**) to subscribe for an aggregate of \$60,000.

The Company issued 424,169,096 Placement Shares to Placement Participants on 12 May 2026 as follows:

- (a) 254,501,458 Tranche 1 Placement Shares under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
- (b) 169,667,638 Tranche 1 Placement Shares under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 1(b)),

(together, **Tranche 1 Placement Shares**).

The remaining 284,921,812 Placement Shares and 236,363,636 Placement Options will be issued subject to Shareholder approval as follows:

- (a) 257,649,085 Placement Shares to Placement Participants (**Tranche 2 Placement Shares**) (the subject of Resolution 2);
- (b) 227,272,727 Placement Options to Placement Participants (the subject of Resolution 3); and
- (c) 27,272,727 Placement Shares and 9,090,909 Placement Options to the Participating Directors (**Director Placement Shares** and **Director Placement Options** respectively, and together, **Director Placement Securities**) (the subject of Resolutions 5(a) – 7(b)).

GBA Capital Pty Ltd acted as lead manager to the Placement (**Lead Manager**).

Funds raised under the Placement will be used towards the advancement toward the grant of key licenses within the Gawler Helium and Hydrogen Project, on ground activities such as advanced geophysics and lead/prospect definition at the Gawler Helium and Hydrogen Project, continued evaluation of existing assets and general working capital.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A.

Resolutions 1(a) and 1(b) seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 424,169,096 Tranche 1 Placement Shares.

3.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The issue of the Tranche 1 Placement Shares does not fit within the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an 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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1(a) and 1(b) seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under and for the purpose of Listing Rule 7.4.

3.3 Technical information required by Listing Rule 14.1A

If Resolutions 1(a) and 1(b) are passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

- (a) the Tranche 1 Placement Shares were issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (b) were issued more than 1% of the issued capital of the Company;
- (c) a total of 424,169,096 Tranche 1 Placement Shares were issued as follows:
 - (a) 254,501,458 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1(a)); and
 - (b) 169,667,638 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 1(b));
- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 12 May 2026;
- (f) the issue price of the Tranche 1 Placement Shares was \$0.0022 each;
- (g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately \$933,172 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be used in the manner set out in Section 3.1 above;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolutions 1(a) and 1(b).

3.5 Board Recommendation

The Directors of the Company believe Resolutions 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 1(a) and 1(b). The Chair intends to vote all undirected proxies in favour of Resolutions 1(a) and 1(b).

4. Resolution 2 – Approval to Issue Tranche 2 Placement Shares

4.1 General

As set out in Section 3.1 above, the Tranche 2 Placement Shares will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 257,649,085 Tranche 2 Placement Shares to the Placement Participants.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Tranche 2 Placement Shares falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Tranche 2 Placement Shares is subject to the Company obtaining Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1 .

Accordingly, Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

4.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants are:

- (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (b) were issued more than 1% of the issued capital of the Company
- (c) up to 257,649,085 Tranche 2 Placement Shares will be issued;
- (d) the Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Tranche 2 Placement Shares will have an issue price of \$0.0022;
- (g) the purpose of the Tranche 2 Placement Shares is to raise approximately \$566,827 (before costs). Funds raised from the Tranche 2 Placement will be used in the manner set out in Section 3.1 above;
- (h) the Tranche 2 Placement Shares are not being issued under a formal written agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 2.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval to Issue Placement Options

5.1 General

As set out in Section 3.1, the Placement Options will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 227,272,727 Placement Options to the Placement Participants.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Placement Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Placement Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1 .

Accordingly, Resolution 3 seeks Shareholder approval for the issue of the Placement Options under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

5.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Resolution 3:

- (a) the Placement Options will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (b) were issued more than 1% of the issued capital of the Company
- (c) up to 227,272,727 Placement Options will be issued;
- (d) the terms and conditions of the Placement Options are set out in Schedule 2;
- (e) the Placement Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Placement Options will be issued for nil cash consideration;
- (g) the purpose of the issue of the Placement Options is as free-attaching Options to the Placement Shares, and the intended use of funds raised under the Placement is summarised in Section 3.1;
- (h) the Placement Options are not being issued under a formal written agreement;
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 3.

5.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval to Issue Lead Manager Options (GBA Capital Pty Ltd)

6.1 General

As set out in Section 3.1 above, the Company has engaged GBA Capital Pty Ltd to act as lead manager to the Placement.

A summary of the material terms of the lead manager mandate (**Lead Manager Mandate**) is set out below.

- (a) (**Services**): the Lead Manager agrees to provide lead manager services to the Company in respect of the Placement.
- (b) (**Fees**): as consideration for the Services, the Company has agreed to:
 - (a) (**Cash Fee**): pay the Lead Manager a Management Fee of 6% (plus GST) on the Placement proceeds; and
 - (b) (**Lead Manager Options**): subject to Shareholder approval, issue to the Lead Manager (and/or its nominees), that many Options (exercisable at \$0.004 and expiring on the date that is three (3) years from the date of issue) equal to 10% of the number of Placement Shares issued (**Lead Manager Options**).

The Lead Manager Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

Accordingly, Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 68,181,818 Lead Manager Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Lead Manager Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Lead Manager Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1 .

Resolution 4 seeks Shareholder approval for the issue of the Lead Manager Options under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company may have to consider alternative means of consideration to the Lead Manager in lieu of such issue.

6.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Lead Manager Options will be issued to GBA Capital Pty Ltd (and/or its nominees),
- (b) a total of 68,181,818 Lead Manager Options will be issued;
- (c) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Lead Manager Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Lead Manager Options will be issued for nil cash consideration;
- (f) the Lead Manager Options will be issued for the purpose of satisfying the Company's obligations under the Lead Manager Mandate;
- (g) the Lead Manager Options will be issued under the Lead Manager Mandate. A summary of the Lead Manager Mandate is set out in Section 6.1;
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 4.

6.5 Board Recommendation

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 4.

7. Resolutions 5(a) – 7(b) – Approval to Issue Director Placement Shares and Director Placement Options to Directors

7.1 General

As set out in Section 3.1, the Director Placement Securities to the Participating Directors will be issued subject to Shareholder approval (the subject of Resolutions 5(a) – 7(b)).

The Director Placement Shares will be issued on the same terms as the Placement Shares issued to unrelated Placement Participants, with an issue price of \$0.0022 per Director Placement Share. The Director Placement Options will be issued on the same terms as the Placement Options issued to unrelated Placement Participants, being one (1) free attaching Director Placement Option for every three (3) Director Placement Shares subscribed for and issued, exercisable at \$0.004 and expiring three (3) years from the date of issue.

The Director Placement Securities will be issued as follows:

- (a) Mr Ian McCubbing will be issued:
 - (a) 9,090,909 Director Placement Shares (the subject of Resolution 5(a)); and
 - (b) 3,030,303 Director Placement Options (the subject of Resolution 5(b));
- (b) Mr Troy Hayden will be issued:
 - (a) 9,090,909 Director Placement Shares (the subject of Resolution 6(a)); and
 - (b) 3,030,303 Director Placement Options (the subject of Resolution 6(b));
- (c) Mr Bevan Tarratt will be issued:
 - (a) 9,090,909 Director Placement Shares (the subject of Resolution 7(a)); and
 - (b) 3,030,303 Director Placement Options (the subject of Resolution 7(b));

7.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company or an entity that the public company controls to give a financial benefit to a related party of the public company the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to Mr Ian McCubbing, Mr Troy Hayden and Mr Bevan Tarratt, who are related parties of the Company by virtue of being Directors.

In respect of Resolutions 5(a) and 5(b), the Directors (excluding Mr Ian McCubbing), each of whom do not have a material personal interest in Resolutions 5(a) and 5(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Ian McCubbing (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to the unrelated Placement Participants).

In respect of Resolutions 6(a) and 6(b), the Directors (excluding Mr Troy Hayden), each of whom do not have a material personal interest in Resolutions 6(a) and 6(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Troy Hayden (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and Placement Options to the unrelated Placement Participants).

In respect of Resolutions 7(a) and 7(b), the Directors (excluding Mr Bevan Tarratt), each of whom do not have a material personal interest in Resolutions 7(a) and 7(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Bevan Tarratt (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length

terms (being on the same terms as the Placement Shares and Placement Options to the unrelated Placement Participants).

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The proposed issue of the Director Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Director Placement Securities requires the approval of Shareholders under Listing Rule 10.11.

7.4 Listing Rule 14.1A

If Resolutions 5(a) – 7(b) are passed, the Company will be able to proceed with issuing Director Placement Securities within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% placement capacity under Listing Rule 7.1. The issue of the Director Placement Securities will also allow the Company to raise additional funds of approximately \$60,000 (before costs), which will be used in the manner set out in Section 3.1.

If Resolutions 5(a) – 7(b) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities, and no further funds will be raised.

7.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 5(a) – 7(b):

- (a) the Director Placement Securities will be issued to Mr Ian McCubbing, Mr Troy Hayden and Mr Bevan Tarratt (and/or their respective nominees);
- (b) Mr Ian McCubbing, Mr Troy Hayden and Mr Bevan Tarratt each falls within the category of Listing Rule 10.11.1 by virtue of being a Director of the Company, and if applicable, their respective nominees will fall within Listing Rule 10.11.4 by virtue of being associates of a Director;
- (c) an aggregate of 27,272,727 Director Placement Shares and 9,090,909 Director Placement Options will be issued as follows:

- (a) Mr Ian McCubbing will be issued:
 - (A) 9,090,909 Director Placement Shares (the subject of Resolution 5(a)); and
 - (B) 3,030,303 Director Placement Options (the subject of Resolution 5(b));
- (b) Mr Troy Hayden will be issued:
 - (A) 9,090,909 Director Placement Shares (the subject of Resolution 6(a)); and
 - (B) 3,030,303 Director Placement Options (the subject of Resolution 6(b));
- (c) Mr Bevan Tarratt will be issued:
 - (A) 9,090,909 Director Placement Shares (the subject of Resolution 7(a)); and
 - (B) 3,030,303 Director Placement Options (the subject of Resolution 7(b));
- (d) the Director Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Director Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (f) the Director Placement Securities will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)
- (g) the issue price of the Director Placement Shares is \$0.0022 each (being the same issue price as the Placement Shares) and the issue price of the Director Placement Options is nil (being the same issue price of the Placement Options);
- (h) the purpose of the issue of the Director Placement Securities is to enable the Participating Directors to participate in the Placement and to raise an additional \$60,000 (before costs). Funds raised via the issue of the Director Placement Securities will be aggregated with funds raised via the issue of the Placement Shares to unrelated Placement Participants and used in the manner set out in Section 3.1 above;
- (i) the issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Ian McCubbing, Mr Troy Hayden and Mr Bevan Tarratt;
- (j) the Director Placement Securities are not being issued under an agreement;
- (k) a voting exclusion statement is included in Resolutions 5(a) – 7(b) of this Notice.

7.6 Board recommendation

The Board:

- (a) (except Mr Ian McCubbing) believes Resolutions 5(a) and 5(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 5(a) and 5(b) ;

- (b) (except Mr Troy Hayden) believes Resolutions 6(a) and 6(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 6(a) and 6(b) ;
- (c) (except Mr Bevan Tarratt) believes Resolutions 7(a) and 7(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholder vote in favour of Resolutions 7(a) and 7(b) .

The Chair intends to vote all undirected proxies in favour of Resolution 5(a) – 7(b) (respectively).

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person appointed to chair the Meeting convened by this Notice.

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

- (a) a spouse of child of that 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 members dealings with the entity; or
- (e) a company that the member controls; or
- (f) a person described by the regulations for the purposes of the definition of closely related party.

Company means Prominence Energy Limited (ACN 009 196 810).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director Placement Options has the meaning given in Section 3.1.

Director Placement Securities has the meaning given in Section 3.1.

Director Placement Shares has the meaning given in Section 3.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager has the meaning given in Section 3.1

Lead Manager Mandate has the meaning given in Section 6.1

Lead Manager Options has the meaning given in Section 6.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Participating Director has the meaning given in Section 3.1.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms and Conditions of the Placement Options, Director Placement Options, Lead Manager Options.

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.004 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(l) **Change in exercise price / Adjustment for rights issue**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

Prominence Energy Limited General Meeting

The Prominence Energy Limited General Meeting will be held on Thursday, 18 June 2026 at 11:00am (AWST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 188803

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AWST) on Tuesday, 16 June 2026.





ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 4, 88 William St, Perth WA 6000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Tuesday, 16 June 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188803

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Prominence Energy Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Prominence Energy Limited to be held at Level 4, 88 William St, Perth WA 6000 on Thursday, 18 June 2026 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain
1(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
---------------------------------------	---------------------------------------

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically