



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of K2 Energy Limited (the "Company") will be held at Suite 10.04, Level 10, 56 Pitt Street, Sydney NSW 2000 on Wednesday 22nd November 2023 at 9:00am AEDT for the purpose of transacting the business set out in this Notice.

BUSINESS

Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30th June 2023.

Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30th June 2023.

Voting Exclusions apply to this item. Please refer to the Explanatory Notes

Item 3 – Election of Director – Mr Ken Gaunt

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

"That Mr Ken Gaunt being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Item 4 – Election of Director – Mr Terence Flitcroft

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

"That Terence Flitcroft, having consented to be appointed as a Director of the Company, be elected as a Director of the Company in accordance with the Company's Constitution from the conclusion of the meeting."

Item 5 – Amendment of Constitution

To consider and if thought fit pass a special resolution to amend the Constitution by the insertion of a new article 32.9 as set out in Annexure A in place of the existing article 32.9.

Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
 - By hand: Boardroom Pty Limited – Level 8, 210 George Street, Sydney, NSW, 2000
 - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
 - By facsimile: (02) 9290 9655

Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 20th November 2023 will be voting members at the meeting.

Further Information

This Notice should be read in conjunction with the Explanatory Note.
By the Order of the Board of Directors.

A handwritten signature in black ink, consisting of a stylized, cursive script that is difficult to decipher but appears to be the name of the signatory.

T. A. Flitcroft
Company Secretary
Dated: 20th October 2023

EXPLANATORY NOTES ON ITEMS OF BUSINESS

Item 1: Financial Statements

As required by Section 317 of the Corporations Act 2001 (Cth) (the “Act”), the Financial Report, the Directors’ Report and the Auditor’s Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company’s auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

The Directors’ Report for the year ended 30 June 2023 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Voting exclusion statement

The Corporations Act prohibits any votes being cast on Item 2 by or on behalf of a person who is a member of the key management personnel (KMP) of the Company (including the Directors and the Chairman) or a closely related party of that KMP as a proxy, or if that KMP is named in the Remuneration Report in any capacity. However, such a person may cast a vote on Item 2 as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

Item 3: Election of Director

Pursuant to the Company’s Constitution, Mr Ken Gaunt will retire as a Director at the Annual General Meeting and offer himself for re-election.

Zimbabwean born Robert Kenneth (‘Ken’) Gaunt is a successful entrepreneur and investor with over 30 years of experience in sales management, corporate advisory and early-stage business development. After emigrating to Australia from Cape Town in 1997, Ken co-founded and was the managing director of Electronic Banking Solutions Pty Ltd which he grew into Australia’s largest independent ATM operator. After guiding that company through a successful merger with Cashcard Australia Limited, in 2005 Ken completed the \$330 million sale of the merged financial services operation to an American private investment firm. Ken is an experienced board member holding various national and international board positions throughout his career including as co-founder and director of the multi-award winning iconic tourist attraction, Sydney Seaplanes, as a board member of Hong Kong-listed Fintronics Holding Company Limited and as a non-executive director of the Australian NSX listed K2 Energy Limited. Ken was CEO of Mobilarm Limited, the company which Jaxsta Limited completed a successful reverse takeover with in late 2019. In 2020 he re-joined the Jaxsta board as a non-executive director.

The Board, with the exception of Mr Gaunt, unanimously recommends that Shareholders vote in favour of the re-election of Mr Gaunt.

Item 4: Election of Director

Pursuant to the Company's Constitution, Mr Terence Flitcroft, who has consented to being appointed as a director of the Company, and being eligible, be elected as a Director of the Company. If elected, Mr Flitcroft will be appointed a director from the conclusion of the meeting.

Terence is a Chartered Accountant with broad commercial and financial experience and has acted as director and company secretary for a number of private and public companies.

The Board, unanimously recommends that Shareholders vote in favour of the re-election of Mr Flitcroft.

Item 5: Amendment of Constitution

Shareholder approval is sought to amend the Group's Constitution under section 136(2) of the Corporations Act.

If approved, the proposed amendment to the Constitution will provide greater flexibility for the Board to implement in-specie dividends and returns of capital in the future. This could include distributing part of the Company's assets to shareholders by way of an in-specie distribution such as a dividend, return of capital or both.

This amendment to the Group's Constitution is consistent with similar changes implemented by some other listed entities.

This amendment could be used, for example to distribute to shareholders the securities currently held by the Company, although no decision has been made at this time to make such a distribution or how such a distribution might be made.

The Board believes that if the Constitution were not amended in the manner various future transactions may be more complicated to implement.

The Board, unanimously recommends that Shareholders vote in favour of the amendment of the Constitution.

Annexure A

Proposed Constitutional Amendment (Resolution 5)

32.9 Powers in relation to distributions

(a) In relation to any decision to pay a dividend or to return capital by way of a reduction of capital, a buy-back or otherwise, the Directors may settle any difficulty that arises in making the distribution as they think expedient and, in particular:

- (i) make cash payments in cases where Members are entitled to fractions of shares, debentures or other securities;
- (ii) decide that amounts or fractions of less than a particular value decided by the Board may be disregarded in order to adjust the rights of all parties by withholding assets, cash, shares, debentures or other securities where the Company is required to make a payment in respect of the Member to a government or taxing authority in relation to the distribution and decide to make distributions by disregarding transfers of shares or aggregating parcels of shares where they form the opinion that shareholdings have been split or aggregated to obtain the benefit of rounding on fractions of shares;
- (iii) fix the value for distribution of any specific assets;
- (iv) pay cash or issue shares, debentures or other securities to any Member in order to adjust the rights of all parties;
- (v) vest any of those specific assets, cash, shares, debentures or other securities in a trustee or nominee on trust for the persons entitled to the distribution on such terms that seem expedient to the Directors; and
- (vi) authorise any person to make, on behalf of the Members or a particular Member entitled to any specific assets, cash, shares, debentures or other securities as a result of the distribution or issue, an agreement (including an agreement in writing) with the Company or another person which provides, as appropriate, for the distribution or issue to them of assets, cash, shares or other securities credited as fully paid up or for payment by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares or other securities by applying their respective proportions of the amount resolved to be distributed or capitalised.

(b) Any agreement made under an authority referred to in Article 32.9 (a)(vi) is effective and binds all Members concerned.

(c) Instead of making a distribution or issue of specific assets, shares, debentures or other securities to a particular Member, the Directors may make a cash payment to that Member or allocate some or all of the assets, shares, debentures or other securities to a trustee to be sold on behalf of, and for the benefit of, or in respect of, that Member if:

- (i) the distribution or issue would otherwise be illegal or unlawful;
- (ii) the distribution or issue would give rise to parcels of securities which do not constitute a marketable parcel;
- (iii) the distribution or issue would, for any reason, be impracticable; or
- (iv) the Member so agrees.

Any proceeds receivable by Members under this Article 32.9(c) will be net of expenses incurred by the Company and trustee in selling the relevant assets, shares or securities.

(d) If the Company distributes to Members (either generally or to specific Members) shares, debentures, assets or securities in the Company or in another body corporate or trust (whether as a dividend in connection with or in satisfaction of a reduction of capital or buy-back or otherwise and whether or not for value), each of those Members appoints the Company and any officer of the Company nominated in that behalf by the Directors as his or her agent or attorney to do anything needed or desirable to give effect to that distribution, including without limitation agreeing to become a member, holder of shares, holder of debentures or holder of securities of the Company or that other body corporate or trust or exercising all rights and powers of the Member to agree on behalf of the Member's nominee (or to procure the Member's nominee to agree) to such nominee becoming a member, holder of shares, holder of debentures or holder of securities of the Company or that other body corporate or trust.