

30 October 2023



Dear Shareholder

2023 Annual General Meeting – Notice of Meeting and Proxy

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Finder Energy Holdings Limited (ACN 656 811 719) (**Company**) will be held as follows:

Time and date: 2.00pm (Perth time) on Wednesday 29th November 2023

Location: **Quest South Perth Foreshore, Maane Conference Room
Level 2, 22 Harper Terrace, South Perth, Western Australia**

Online: www.investor.automic.com.au

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://finderenergy.com/investors/announcement-shareholder-information/>; and
- the ASX market announcements page under the Company's code "FDR".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form which is attached.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001 or
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** meetings@automicgroup.com.au
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 2.00pm (Perth time) on Monday, 27th November 2023 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by the Board of Finder Energy Holdings Limited.

A blue ink signature of Anthony Benino.

Anthony Benino
Company Secretary
Finder Energy Holdings Limited

FINDER ENERGY HOLDINGS LIMITED
ACN 656 811 719

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

The Annual General Meeting of the Company will be held as follows:

Time: 2:00 pm
Date: Wednesday, 29th November 2023

As a hybrid meeting:

Place: Quest South Perth Foreshore
Maane Conference Room
Level 2, 22 Harper Terrace
South Perth WA 6151
Virtual: Register online at www.investor.automic.com.au

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek independent advice from their suitably qualified advisor prior to voting.

Should Shareholders wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact our Company Secretary, Anthony Benino, on +61 8 9327 0100.

Shareholders are urged to vote by attending the meeting or lodging the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Finder Energy Holdings Limited

ACN 656 811 719

Notice is hereby given that the annual general meeting of Shareholders of Finder Energy Holdings Limited (**Company**) will be held at 22 Harper Terrace, South Perth WA 6151 on Wednesday 29th November 2023 at 2:00pm (AWST) and as a virtual meeting (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link www.investor.automic.com.au and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to www.investor.automic.com.au;
2. Login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting;
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “Register” when this appears. Alternatively, click on “Meetings” on the left-hand menu bar to access registration;
4. Click on “Register” and follow the steps; and
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting Virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the 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 on Monday, 27th November 2023 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in the Glossary at the end of this Notice.

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AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report (which incorporates the Remuneration Report) and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2. RESOLUTIONS

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding ordinary resolution the following:

'That, for purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (as contained in the Directors' Report of the Company set out in the Company's 2023 Annual Report for the year ended 30 June 2023) be adopted.'

Resolution 2 – Re-election of Mr Frederick Wehr as a Director

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

'That, for the purposes of rule 6.1(f) of the Constitution and ASX Listing Rule 14.5 and for all other purposes, Mr Frederick Wehr be re-elected as a Director.'

Resolution 3 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Appointment of New Auditor

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

'That, subject to receiving ASIC's consent under section 329(5) of the Corporations Act for KPMG Financial Services (Australia) Pty Ltd to resign as auditor of the Company, for the purposes of 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd, having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective from the close of this Meeting.'

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IMPORTANT NOTES FOR SHAREHOLDERS

MEETING DOCUMENTS

This Notice of Meeting and the accompanying Explanatory Memorandum set out important details regarding the resolutions that will be put to Shareholders at the AGM. You should read all of the documents carefully.

ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Shareholders eligible to vote at the AGM will be those persons who are registered Shareholders of the Company at 5.00pm (AWST) on Monday, 27th November 2023.

Voting exclusions under the ASX Listing Rules and voting prohibitions under the Corporations Act for each Resolution are set out in the Explanatory Memorandum.

YOUR VOTE IS IMPORTANT

The business of the AGM affects your shareholding and your vote is important. If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

HOW TO VOTE

You may vote by attending the AGM in person or virtually, by proxy or attorney, or by an authorised representative (if you are a body corporate).

All voting will be conducted by poll.

Voting in Person

To vote in person, attend the AGM on the date and at the place set out on the front page of this Notice.

Voting Virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

Voting by Proxy

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of the individual or body corporate on the Proxy Form. A proxy need not be a Shareholder. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage of number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Forms together. If you require an additional Proxy Form, contact Automic Registry Services.

Any proxy given to a Key Management Personnel other than the Chair or their Closely Related Parties for Resolution 1 will not be counted unless Shareholders specify how the proxy is to vote. If you do not direct your proxy how to vote, you risk your vote not being cast.

Any undirected proxy given to the Chair for Resolution 1 by a Shareholder entitled to vote on this resolution will be voted by the Chair in favour of the resolution, in accordance with the express authorisation on the proxy forms.

The Chair intends to vote all valid undirected proxies for all other Items in favour of those Items.

Proxy forms should be returned to the Company's Share Registry, Automic Registry Services, in accordance with the instructions on the enclosed proxy form by 2.00pm (AWST) on Monday, 27th November 2023.

Proxy forms received later than the time specified above will be invalid.

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The following methods of delivery for proxies are specified:

Online: investor.automic.com.au/#/loginsah

Login and click on “meetings”. Use the Holder Number as shown at the top of the attached Proxy Form

By post: Automic
GPO Box 5193
Sydney NSW 2001

In person: Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

By email: meetings@automicgroup.com.au

By facsimile: +61 2 8583 3040

Voting by Corporate Representative

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act.

To appoint a corporate representative, a body corporate must provide the Company with the appropriate “Appointment of Corporate Representative” executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder’s representative at the Meeting. The Appointment of Corporate Representative must be lodged with the Company and/or the Share Registrar, Automic, before the AGM or at the registration desk on the day of the AGM. Appointment of Corporate Representatives forms are available on request by contacting Automic by phone on 1300 288 664 (within

Australia), +61 2 9698 5414 (Overseas) or obtained from Automic’s website <https://automic.com.au>.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where she considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

ENQUIRIES

Shareholders are asked to contact the Company Secretary, Mr Anthony Benino on (+61 8) 9327 0100 if they have any queries in respect of the matters set out in this Notice of Meeting.

BY ORDER OF THE BOARD



Anthony Benino

Company Secretary

Finder Energy Holdings Limited

Dated: 30 October 2023

KEY DATES

Event	Date
Deadline for lodgement of proxy forms	2.00pm (AWST) on Monday, 27th November 2023
Determination of voting eligibility	5.00pm (AWST) on Monday, 27th November 2023
AGM	2.00pm (AWST) on Wednesday, 29th November 2023

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in respect of the AGM.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting.

ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Annual Financial Report, the Directors' Report, and the Auditor's Report (**Annual Report**) to be received and considered at the AGM. The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report which can be downloaded from the Company's website at www.finderenergy.com.

The Company's auditor, KPMG Financial Services (Australia) Pty Ltd (**KPMG**), will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor. The auditor will also respond to any written questions, provided these are submitted to the Company no later than five business days prior to the Meeting.

RESOLUTION 1 – REMUNERATION REPORT

Background

At the meeting, there will be reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report of the Company is included in the Company's Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for its non-executive directors, executive directors and senior executives (who are Key Management Personnel).

The law requires that a resolution, that the Remuneration Report be adopted, be put to the vote at the Company's annual general meeting. The vote on the resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

However, under the Corporations Act, where a resolution of Remuneration Report receives a "no" vote of 25% or more at two consecutive annual general meetings, a "spill resolution" must be put to Shareholders at the second annual general meeting to determine whether the directors who were in office at the date of approval of the applicable Directors' Report must stand for re-election (other than the Managing Director who, under the ASX Listing Rules may continue to hold office indefinitely without being elected).

If the "spill resolution" is passed by the requisite majority, then the Company must convene a "spill meeting" within 90 days of the second annual general meeting, at which all of the relevant directors will cease to hold office but may offer themselves for re-election. This is referred to as the "two strikes rule".

At the Company's 2022 annual general meeting, less than 25% of the votes cast on the resolution to adopt the remuneration report forming part of the Company's 30 June 2022 annual report were voted against the resolution. Accordingly, regardless of the voting on Resolution 1, no "spill resolution" is required to be considered at this AGM.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

The Board acknowledges that the Directors have a personal interest in some aspects of the Remuneration Report.

The Chair intends to vote all undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of Key Management Personnel (details of whose remuneration are included in the Remuneration Report), or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes cast on Resolution 1 will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- in accordance with a written direction specifying the way the proxy is to vote on Resolution 1; or
- by the Chair pursuant to an express authorisation to exercise the proxy even if this Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

RESOLUTION 2 - RE-ELECTION OF MR FREDERICK WEHR AS A DIRECTOR

Background

Rule 6.1(f)(i)(B) of the Constitution and ASX Listing Rule 14.4 both provide that no director may hold office (without re-election) past the third annual general meeting following the director's election or last re-election or for a continuous period of more than three years, whichever is longer.

None of the Company's directors are required to stand for re-election under rule 6.1(f)(i)(B) of the Constitution or ASX Listing Rule 14.4. Rule 6.1(f) of the Constitution and ASX Listing Rule 14.5 provide that an entity which has directors must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4.

Rule 6.1(f)(i)(A) of the Constitution provides that one third of directors (excluding the managing director) must retire each year. Rule 6.1(g) of the Constitution provides that the director to retire in accordance with rule 6.1(f)(i)(A) is the director who has been longest in office since their last election and, if two or more directors have held office for the same period of time, the director to retire must be determined by agreement, or failing agreement, by lot.

In accordance with rule 6.1(f)(i)(A) of the Company's Constitution and ASX Listing Rule 14.5, Mr Frederick Wehr retires by rotation and being eligible, offers himself for re-election as a Director.

Details of Mr Wehr's experience and qualifications are set out below.

Term of office:	Since company inception, 25 January 2022
Independent:	Yes
Qualifications:	PhD (Geoscience)
Skills and experience:	Mr Wehr has had a 38 year, worldwide career in the upstream oil and gas sector, from a research role at Exxon to operational and management positions in Apache and Quadrant Energy. He managed successful exploration programs in Egypt and Australia for Apache and later Quadrant energy. Mr Wehr led the team that made the Dorado discovery in 2018, one of the largest oil finds on the North West Shelf.

Fred currently is the sole director of Wehr Advisory Pty Ltd, providing technical and commercial advice in the upstream oil and gas sector to selected clients. He is a member of the Petroleum Exploration Society of Australia (PESA), the American Association of Petroleum Geologists (AAPG), and a graduate of the Australian Institute of Company Directors (GAICD).

Other directorships: None

Special responsibilities: None

Interests in the Company: 350,000 Alignment Options, including those held by personally related parties.

If Resolution 2 is passed, Mr Wehr will be re-elected as a director of the Company with effect from close of the meeting.

Recommendation

The Board (other than Mr Frederick Wehr who has an interest in the Resolution) unanimously recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

Background

ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (see section titled "ASX Listing Rule 7.1A" para (f) below). The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see section titled "ASX Listing Rule 7.1A" para (c) below). If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in ASX Listing Rule 7.1.

ASX Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$11 million, based on the closing price of Shares (\$0.072) on 23 October 2023.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

ASX Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (D) plus the number of partly paid shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of any other fully paid Shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by shareholders under ASX Listing Rule 7.4.

(d) **What is the interaction with ASX Listing Rule 7.1?**

The Company's ability to issue Equity Securities under ASX Listing Rule 7.1A will be in addition to its 15% annual placement capacity under ASX Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (e)(i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the AGM;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) or such longer period if allowed by ASX,

(10% Placement Period).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (see section titled "ASX Listing Rule 7.1A" para (f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (see section titled "ASX Listing Rule 7.1A" para (e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table.

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (see section titled "ASX Listing Rule 7.1A" para (c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.036 50% decrease in Current Market Price	\$0.072 Current Market Price	\$0.144 100% increase in Current Market Price
157,500,000	10% Voting Dilution	15,750,000 Shares	15,750,000 Shares	15,750,000 Shares
Shares Variable A	Funds raised	\$567,000	\$1,134,000	\$2,268,000
236,250,000 Shares	10% Voting Dilution	23,625,000 Shares	23,625,000 Shares	23,625,000 Shares
50% increase in Variable A	Funds raised	\$850,500	\$1,701,000	\$3,402,000
315,000,000 Shares	10% Voting Dilution	31,500,000 Shares	31,500,000 Shares	31,500,000 Shares
100% increase in Variable A	Funds raised	\$1,134,000	\$2,268,000	\$4,536,000

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.072), being the closing price of the Shares on ASX on 23 October 2023, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 157,500,000 existing Shares on issue as at the date of this Meeting.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
- (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (ie, Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting.

The Company has not previously issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this Notice.

(g) **No voting exclusion**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue. Accordingly, no Shareholders are currently excluded from voting on this resolution.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under ASX Listing Rule 7.1A to one or more existing

Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

Additional information

Resolution 3 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

RESOLUTION 4 – APPOINTMENT OF A NEW AUDITOR OF THE COMPANY

Requirement for shareholder approval

It has been decided that KPMG will resign as the Company's auditor, and BDO Audit (WA) Pty Ltd has been nominated to be appointed as the Company's auditor.

KPMG has applied to ASIC for consent to resign as auditor of the Company with effect from the later of: (i) receiving ASIC's consent; and (ii) the close of the Meeting. Under the Corporations Act, ASIC's consent is required for KPMG to resign as auditor of the Company. As at the date of this Notice, ASIC's consent has not yet been received. Accordingly, this Resolution 4 is subject to ASIC consenting to KPMG resigning as auditor of the Company.

Under section 327B(1)(b) of the Corporations Act, the Company must in general meeting appoint a new auditor to fill any vacancy in the office of auditor of the Company at an annual general meeting. Under section 328B of the Corporations Act, a new auditor can only be appointed if a Shareholder has given a written notice of nomination of the proposed new auditor either: (i) before the Meeting was convened; or (ii) not less than 21 days before the Meeting. On 19 October 2023, the Company received a written notice from Longreach Capital Investment Pty Ltd, a Shareholder, nominating BDO Audit (WA) Pty Ltd for appointment as auditor of the Company, subject to KPMG's resignation becoming effective. The notice of nomination of BDO Audit (WA) Pty Ltd as auditor of the Company is provided to Shareholders in Annexure A.

Section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has consented to act as auditor of the company and has not withdrawn that consent before the appointment is made. BDO Audit (WA) Pty Ltd has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to KPMG's resignation as auditor of the Company becoming effective. At the date of this Notice, BDO Audit (WA) Pty Ltd has not withdrawn its consent. BDO Audit (WA) Pty Ltd is a well-known and respected firm with significant previous experience conducting audits of publicly listed companies. The Company does not believe that the quality of auditing will be adversely affected as a result of changing auditors.

Accordingly, the Company seeks Shareholder approval under section 327B(1)(b) of the Corporations Act to appoint BDO Audit (WA) Pty Ltd as the auditor of the Company, effective from close of the Meeting, subject to ASIC consenting to KPMG's resignation as auditor of the Company. If Resolution 4 is not passed, BDO Audit (WA) Pty Ltd will not be appointed as auditor of the Company, and, if KPMG resigns as auditor of the Company, the Company will have no appointed auditor. In these circumstances, the Board may appoint an auditor of the Company (who will hold office until the next annual general meeting of the Company). The Company is required to appoint an auditor to fill any vacancy at each annual general meeting, pursuant to section 327B(1) of the Corporations Act.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

GLOSSARY

AGM or Meeting means the Company's 2023 annual general meeting convened by this Notice of Meeting.

Alignment Options means the options issued to non-executive directors as defined in Section 8.4 of the Company's Prospectus prior to the Initial Public Offering.

ASX means ASX Limited, or as the context requires, the financial market operated by it.

ASX Listing Rules means the listing rules of ASX, as amended from time to time.

AWST means the time in Perth, Western Australia.

Board means the current board of Directors of the Company.

Chair means the person acting as chair of the AGM from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependent 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 member's dealings with the Company; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or Finder means Finder Energy Holdings Limited (ABN 70 656 811 719 / ACN 656 811 719).

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Equity Security includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any directors of the Company.

Notice of Meeting or Notice means this notice of Annual General Meeting including the Explanatory Memorandum.

Relevant Period in the context of the Company means the 12 month period immediately preceding the date of the issue or agreement, as the case may be.

Remuneration Report means the Remuneration Report contained in the Directors' Report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

For personal use only

ANNEXURE A – NOMINATION OF NEW AUDITOR



Longreach Capital Investment Pty Ltd
A.B.N. 22 117 213 706

*Suite 1, Level 4, 85 South Perth Esplanade
South Perth WA 6151
Phone: +61 8 9327 0100*

19th October 2023

The Directors
Finder Energy Holdings Limited (**Company**)
Suite 1, Level 4, 85 South Perth Esplanade
South Perth WA 6151

Nomination of auditor

I, Longreach Capital Investment Pty Ltd, being a shareholder of the Company, hereby nominate BDO Audit (WA) Pty Ltd for appointment to the position of auditor of the Company (and its subsidiaries), at the 2023 Annual General Meeting to be held on 29 November 2023, subject to the resignation of the Company's current auditor, KPMG Financial Services (Australia) Pty Ltd, becoming effective.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'L. Giuliani', is written over a horizontal line.

Luigi Giuliani
Director
Longreach Capital Investment Pty Ltd

For personal use only

Your proxy voting instruction must be received by **02.00pm (AWST) on Monday, 27 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Finder Energy Holdings Limited, to be held virtually at **02.00pm (AWST) on Wednesday, 29 November 2023 and physically at Quest South Perth Foreshore, Maane Conference Room, Level 2, 22 Harper Terrace, South Perth WA 6151** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Re-election of Mr Frederick Wehr as a Director	☐	☐	☐
3	Approval of 10% Placement Facility	☐	☐	☐
4	Appointment of New Auditor	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1 	Securityholder 2 	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

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BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

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Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

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Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY): / /

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