

Tlou Energy Limited

ABN 79 136 739 967

Annual Report and

Consolidated Financial Statements for the year ended 30 June 2025

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Corporate Directory

ABN 79 136 739 967

Directors
Ian Campbell
Gabaake Gabaake
Colm Cloonan
Allan Sullivan
Martin O. Gabobake

Company Secretary Wedu Mbayi

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Bankers
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Share register
Australian Securities Exchange Ltd (ASX Code: TOU)
Botswana Stock Exchange (BSE Code: TLOU)

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Chairman's letter

Dear Shareholders,

On behalf of the Board, I am pleased to present the Company's Annual Report for the year. This has been a defining period in our journey as we transition from project development into first revenues — a milestone that signals the beginning of a new chapter for our Company.

Strategic Progress

Our flagship Lesedi Gas-to-Power Project in Botswana remains the cornerstone of our strategy. Over the past year, we have advanced the project, with gas ready to be utilised for data centre power generation and critical transmission and substation infrastructure nearing completion. These steps bring us closer to delivering power under our 10MW Power Purchase Agreement with Botswana Power Corporation.

At the same time, we have taken deliberate steps to broaden the opportunity set at Lesedi. During the year we signed a binding agreement with Kala Data FZCO to establish a high-performance data centre powered by our gas resources. This initiative not only creates another revenue stream but also positions Lesedi as a hub for both energy and technology. In addition, early work has commenced on integrating solar generation, further enhancing the resilience and scalability of our project portfolio.

Market Context

Botswana's heavy reliance on imported power continues to place strain on both the economy and the national utility. Our projects can play a key role in delivering locally produced, reliable, and cleaner energy to support the country's growth. Importantly, the global demand for energy is accelerating — driven by digitalisation, artificial intelligence, and the growing need for data infrastructure. These trends highlight the strategic value of our assets and reinforce the long-term potential for shareholder returns.

Looking Ahead

The year ahead will be transformational as we move to first revenue. This milestone is the culmination of years of effort and investment, and it will provide the foundation for growth. From this platform, our focus will be on increasing gas production, advancing solar integration, and leveraging our broader exploration portfolio to unlock further value.

Acknowledgements

On behalf of the Board, I extend our sincere gratitude to our management team for their tireless commitment, to our employees and contractors for their dedication in often challenging conditions, and to our partners for their collaboration. Most importantly, I thank you, our shareholders, for your continued support and patience.

The pathway to building a successful energy company is long and complex, but we are confident that the foundations we have laid can deliver value. The coming year promises to be one of the most important in our Company's history, and I look forward to reporting on our progress.

Yours faithfully,



Dr. Ian Campbell

Chairman

Managing Director's Report

Dear Shareholders,

It is my pleasure to present the Managing Director's Report for the year. During the past year, our Company has transitioned significantly as we move towards first revenue.

Project Highlights

- Startup of the Lesedi data centre project is imminent.
- Gas at Lesedi to be used to power the data centre
- Development of a solar power project at Lesedi is advancing.
- Planning underway for additional gas appraisal wells to expand production.

Lesedi Gas-to-Power Project

The Lesedi Gas-to-Power Project ("Lesedi") remains our flagship development and is at the forefront of Botswana's emerging gas-to-power sector. Substantial progress has been made on our 10MW gas-to-power project, which is supported by a long-dated production licence valid until 2042 and complemented by an extensive exploration portfolio of approximately 8,000 km².

The project involves the drilling of coalbed methane (CBM) wells and the generation of electricity for sale into the national grid under our 10MW Power Purchase Agreement (PPA) with Botswana Power Corporation (BPC).

In parallel, Lesedi is evolving into a multi-faceted energy hub with additional opportunities including a data centre project and an integrated solar development.

Gas Production and Power Generation

Gas continues to be produced from two established appraisal wells, namely, Lesedi 4 (L4) and Lesedi 6 (L6). Both wells have been flowing gas for an extended period, with ongoing dewatering and production assessment aimed at enhancing output without immediate new drilling.

As one of the first CBM developers in Botswana, our work is pioneering in nature and capital intensive, but it positions the Company uniquely to demonstrate basin-wide potential. A third-party independent review is ongoing to guide optimisation of current production, suggest changes to drilling methods and determine the next drilling campaign.

To support modular growth, the Company is working with suppliers of 1,375 kW reciprocating gas engines. These units can be deployed progressively as gas production scales, reducing upfront capital commitments while ensuring generation capacity matches available supply.

Data Centre Development

During the year, we executed a binding agreement with Kala Data FZCO (Kala) to establish a high-performance data centre at Lesedi. The facility, designed for artificial intelligence, blockchain, cloud computing and high-density computational applications, represents a complementary revenue stream and further monetises our gas resources.

Under the agreement, Kala will fund the development, including drilling and infrastructure costs, via an interest-free loan repayable from project profits. Tlou will initially receive 25% of profits, rising to 50% once the loan has been fully repaid.

Construction has progressed rapidly:

- A gas gathering pipeline from L4 to the data centre was completed in September 2025.
- The containerised facility has been delivered to site.
- Generators optimised for the facility are expected onsite in the coming weeks, with first operations scheduled for October 2025.

This partnership diversifies our revenue base and establishes Lesedi as a centre for both energy production and technology innovation.

Solar Power and Gas Storage

Plans are progressing on an initial 1MW solar project at Lesedi, designed to support the data centre. Subject to successful commissioning, a larger grid-connected project is planned.

In parallel, the Company and Kala are investigating compressed natural gas (CNG) storage solutions. This would allow surplus gas to be captured and stored, ensuring continuous availability of fuel for generation and further enhancing the economics of the project.

The integration of solar with gas-based power offers significant operating flexibility and positions Lesedi as a hybrid energy hub.

Transmission and Grid Connection

Two major pieces of infrastructure are nearing completion:

- **Substation Construction:** Over 90% complete, with final works to be completed by subcontractors.
- **Transmission Line:** A 100km, 66kV line connecting Lesedi to the national grid at Serowe is virtually complete, with minor works outstanding before energisation.

This infrastructure provides capacity for approximately 25MW, creating headroom for growth beyond the initial 10MW PPA.

Exploration Portfolio

Beyond Lesedi, the Company holds significant exploration acreage, including the Mamba (4,500 km²) and Boomslang (1,000 km²) licences. These projects are strategically located adjacent to Lesedi and represent future growth options. Initial evaluation work, including seismic and core drilling, is anticipated once Lesedi is in production.

Power Market Context

Botswana continues to face high electricity costs due to heavy reliance on imports. A parliamentary statement highlighted the financial strain on BPC from these imports. Lesedi, as a domestic, scalable energy source, is well positioned to play a critical role in addressing the country's power security challenges.

The growing global demand for electricity, driven by technologies such as artificial intelligence and data storage, reinforces the long-term relevance of our assets.

Outlook

The year ahead is pivotal. Commissioning of our first revenue-generating projects will mark a major milestone, validating years of investment and positioning the Company for growth. Key priorities for the coming year include:

- First revenue from gas and data centre operations.
- Progressive ramp-up of gas production.
- Advancement of solar power integration.
- Completion of grid connection infrastructure.
- Securing funding to advance the planned activities

Our progress would not have been possible without the support of our shareholders. On behalf of the Board and management team, I thank you sincerely for your continued confidence. We look forward to delivering on our near-term objectives and demonstrating the value of our portfolio.

Yours faithfully,


Colm Cloonan
Managing Director

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Directors' report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or the 'Group') consisting of Tlou Energy Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at 30 June 2025.

General Information

Directors

The following persons were directors of Tlou Energy Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Ian Campbell	Non-Executive Chairman – Appointed 13 March 2025
Gabaake Gabaake	Executive Director
Colm Cloonan	Managing Director & Finance Director
Allan Sullivan	Non-Executive Director – Appointed 13 March 2025
Martin O. Gabobake	Non-Executive Director – Appointed 21 July 2025
Hugh Swire	Non-Executive Director – Resigned 21 July 2025
Martin McIver	Non-Executive Director – Resigned 21 July 2025
Anthony Gilby	Managing Director & Chief Executive Officer – Resigned 23 May 2025

Dividends

There were no dividends recommended or paid during the financial year.

Principal activities

The principal activity of the consolidated entity is to explore and evaluate power solutions in Sub-Saharan Africa through Coalbed Methane (CBM) gas-fired power. No revenue from these activities has been earned to date, as the consolidated entity is still in the exploration and evaluation or pre-development stage.

Significant changes in the state of affairs

There were no other significant changes to the state of affairs of the consolidated entity other than those disclosed in the financial report and notes thereof.

Review and results of operations

The Group made progress during the year, strengthening its asset base and advancing its strategy despite a challenging financing environment.

The consolidated entity reported a loss of \$4,779,798 for the year ended 30 June 2025 (30 June 2024: \$4,251,607), reflecting higher finance costs from convertible notes and loans, partly offset by a reduction in employee benefits expenses and improved outcomes on financial instruments.

Importantly, FY2025 marked a period of significant operational and strategic progress at the Lesedi project. Substantial investment was made into core infrastructure—substation, transmission line, gas gathering system, and power generation facilities—that positions the Company on the cusp of first revenues.

Total assets grew to \$81.9 million, underpinned by continued investment in exploration and evaluation assets, which rose to \$78.8 million (2024: \$72 million). Total liabilities increased to \$20.5 million which includes \$13.2m of convertible notes reclassified to current liabilities. Net assets of \$61.4 million reflect the Group's substantial resource base.

Total cash capital expenditure on exploration and evaluation assets was \$4,085,316, largely directed to electrical and gas infrastructure. Payments to suppliers and employees were \$1,133,356, with funding sourced through opening cash reserves, capital raisings of \$995,788, and borrowings of \$1,990,000.

Gas Production and Power Generation

Gas production at Lesedi continued to advance, with appraisal gas wells Lesedi 4 and Lesedi 6 undergoing sustained dewatering and gas flow. Both wells remain key to near-term power supply and provide valuable data to guide basin-wide development.

Unlike established CBM basins elsewhere, Botswana is an early-stage jurisdiction, and Tlou is a first mover with a pioneering role in unlocking commercial gas-to-power potential. An independent third-party assessment is in progress to guide drilling optimisation strategies and ensure maximum productivity from existing wells before commencing new drilling. This could include new drilling techniques, well stimulation, changing well orientation and assessment of other coal seams in the basin.

In parallel, the Company progressed arrangements for staged installation of reciprocating 1,375 kW gas engines at Lesedi. This modular approach allows generation capacity to grow in line with gas production, minimising upfront capital outlay while accelerating the path to revenue.

Data Centre Development at Lesedi

A major milestone during the year was the signing of a binding agreement with technology partner Kala Data FZCO (Kala) for the development of a high-performance containerised data centre at Lesedi.

The project will generate revenue from high-demand computing services including cloud computing, artificial intelligence, blockchain, and scientific modelling. Under the funding structure, Kala will provide capital—covering wells, infrastructure, and equipment—via an interest-free loan. Tlou will initially receive 25% of profits, increasing to a 50/50 share once the loan is repaid, creating a long-term recurring income stream at minimal upfront cost to the Company.

Progress to date has been rapid. In September 2025, the gas gathering pipeline was completed, the containerised data centre was delivered to site, and generators are enroute. First revenue is targeted for October 2025—a transformational milestone for the Company.

Solar Power and Gas Storage

To strengthen project economics and diversify the power mix, Tlou is advancing a 1MW solar project at Lesedi, initially dedicated to the Kala data facility. A larger grid-connected solar expansion is planned following assessment of the pilot phase.

Additionally, plans for compressed natural gas (CNG) storage will enable surplus gas to be captured and stored, providing dispatchable electricity.

By combining solar generation with CNG storage, the project lowers the required economic gas flow rate and enhances resilience. This hybrid model could position Tlou as a leader in integrated, low-carbon power solutions in Botswana.

Substation and Transmission Line

Critical enabling infrastructure advanced strongly during the year:

- The Lesedi substation is now over 90% complete and is expected to be commissioned by later this year.
- The 100 km 66kV transmission line to Serowe is virtually complete, with only minor works pending before energisation. The line will provide up to 25MW of transmission capacity, enabling scalable grid sales.

Together, these assets provide the backbone for long-term electricity sales to Botswana Power Corporation (BPC) once sustained commercial gas flow rates can be produced.

Exploration and Evaluation

Beyond Lesedi, Tlou retains significant exploration upside. The Mamba project (4,500 km² across five licences) and the Boomslang licence (1,000 km²) lie adjacent to Lesedi and could materially expand the Company's resource base.

Work programs on these licences are expected to commence once Lesedi is cash generative, with early activities likely to include seismic and core-hole drilling. These projects provide substantial optionality for growth and long-term value creation.

Matters subsequent to the end of the financial year

Tlou Energy welcomed Mr. Onalenna Martin Gabobake, nominated by BPOPF, to the Board as a Non-Executive Director. With over 30 years' public service and governance experience, Mr. Gabobake is recognised as a valuable asset for the company's future. As part of Board reorganisation, the company saw Hugh Swire and Martin Mclver retire from the board. Post the reporting date, ILC BC Pty Ltd, a related party of Ian Campbell provided \$1,857,913 in funding under the loan facility in place with the Company.

There has not been any matter or circumstance, other than that referred to in this report and disclosed in the financial statements or notes thereto, that has arisen since the end of the period, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of these operations, or the state of affairs of the consolidated entity in future financial years.

Likely developments, risks and expected results of operations

The Company has drilled production wells within the Lesedi project area and plans to drill additional wells to increase coalbed methane (CBM) production. These wells are designed to deliver the gas flow rates required for the Company's initial project development. Gas flow performance remains a critical factor in assessing the technical and commercial viability of the Lesedi project. At the date of this report, the volume of gas that can be produced and sustained at commercial levels is not yet certain, and further drilling will be required to support the planned development.

In parallel with the gas-to-power project, the Company is also evaluating complementary opportunities, including well stimulation techniques, solar power generation and the development of a data centre at Lesedi. These projects may be subject to regulatory approvals, funding, and other conditions. No assurance can be provided regarding the timing, approvals, or outcomes of these initiatives, nor the Company's ability to secure the capital necessary to progress them.

The Company's operations are exposed to a range of risks which could have a material impact on financial performance and shareholder value. While Tlou maintains a risk management policy and undertakes actions to mitigate risks where possible, it is not feasible to anticipate every potential risk. Furthermore, no risk management framework can provide absolute assurance against the occurrence of events that may adversely affect the Company's operations, assets, strategies, or financial results. A list of risks currently considered material and mitigation strategies are set out below. This is not an exhaustive list, and risks are outlined in no particular order.

Risk	Description	Mitigation
Funding	The Company will need to raise additional debt and/or equity funds to support its ongoing operations or implement its planned activities and strategies. This includes but is not limited to funding to complete the infrastructure necessary to connect to the power grid and generate electricity at the Lesedi project and funds to facilitate drilling of additional gas wells to deliver sufficient gas for development of the proposed 10MW power project and any additional projects. There can be no assurance that such funding will be available when required or on satisfactory terms or at all. Inability to find sufficient funds may result in the delay or abandonment of certain activities which would likely have an adverse effect on the Company's progress.	The Company has operated in Botswana for many years with extensive local and international relationships with investors who have supported the Company. The Company actively manages its capital requirements and maintains close relationships with potential investors. The Company's largest shareholder has committed to support the Company and has made a loan facility available. The Company continues to explore sources of equity capital as well as long-term and short-term debt or mezzanine capital.

Health and Safety	The project operations are in a remote location, in a sometimes-harsh environment and involves the use of heavy machinery and equipment.	The Company employs highly skilled and experienced personnel where possible. The Chief Operations Officer is supported by dedicated Safety, Health and Environment (SHE) personnel including a paramedic. The Company has a training and safety management system and external audits of the safety management system are conducted. All visitors to site are given a safety briefing.
Freedom to Operate	The Company has licences to operate over 8,000 square km and has had continued access to key licence areas when required. Negative sentiment towards the project or industry may impair Tlou's freedom to operate. Changes to key Government personnel and/or national policy could also impact ability to operate effectively.	The Company continues to support regular and extensive Government engagement activities to interest and educate lawmakers to the country's natural resource opportunities as well as keep up to date with changing national power strategies and requirements. Tlou supports and interacts with a wide network of local stakeholders including farmers and landowners to try and ensure that the needs of the community are being met and that the project can provide benefits for all stakeholders including providing long term and sustainable employment opportunities.
Environment	Botswana's natural habitat, water and wildlife needs to be protected. Botswana rigorously enforces its environmental regulations so the risk of fines or other liabilities for noncompliance is commensurately high.	Tlou has full environmental approval in place for development of the gas-to-power project. The Company aims to not just meet environmental requirements but exceed them. The Company uses local specialists to support its ongoing permit renewals, environmental assessments and licence applications. Continual monitoring of actual and potential impacts on the environment is practiced to try and ensure that any impact on the natural habitat is eliminated or minimised.
Climate	Climate change initiatives could have an impact on Tlou's operations in the future. Climate initiatives could have a material impact on fossil fuel projects such as Tlou's Lesedi gas-to power project.	Tlou's Lesedi gas-to-power project aims to be part of a power market in sub-Saharan Africa that will move away from carbon intensive coal and diesel fired power generation. While also a fossil fuel, gas can be a transitional fuel that could assist with providing base load power until such time that sustainable and/or renewable power sources can provide reliable 24-hour base load power. The Company is aware that it may need to adapt its process to meet future climate needs and will continue to assess new information as it becomes available.
Power Sales	The Company has signed a 10MW Power Purchase Agreement (PPA) with Botswana Power Corporation (BPC) with the aim for first power to be supplied into the national grid. There is a risk that the grid connection infrastructure, sustainable gas flows, or availability of generators could be delayed thereby postponing first power sales. No other agreements are currently in place for sale of power or gas to other parties.	The Company works closely with its contractors and engineers to progress infrastructure projects in a timely manner. Management continues to explore opportunities with other potential customers across the region, potentially via the Southern African Power Pool or within Botswana and added a data centre customer this year. Additionally, the Company aims to diversify its products including producing solar power.

Geological Risk	The Company has over 8,000 square km of licence areas part of which has not had significant CBM operations to date. There remains significant geological risk in these areas and subject to operational results these areas may not be commercial.	Tlou has invested in seismic surveys and core hole drilling to identify areas of lower risk prior to conducting further exploration and evaluation. This strategy is planned for undeveloped areas of the project. After a decade of operating in the region and supported by external resource certifications, the operations team have and continue to develop an excellent knowledge of the geological area to help de-risk future exploration and evaluation operations.
Remote Operations	The Company operates over 100km from established medical and engineering support facilities in the closest urban area which increases costs and risks as well as requiring adequate insurance.	The Company has on-site paramedic support and has invested in its own stock of equipment so that it can operate as autonomously as possible over a greater range of activities. A purpose-built field operations camp is in place which is suitable for development of the gas-to-power and data centre projects.
People	The Company may lose key executives and management. The Company operates in a competitive environment in relation to talented corporate and technical personnel.	The Company continues to search for skilled staff to grow the team to satisfy the Company's needs and ideally to have a lead person and back-up support person for all key positions. In addition, implementation of appropriate staff training and succession plans is a key target. The Company offers incentives and development opportunities for key executives and management to attract the best talent to the Company.

Environmental regulation

The Directors are satisfied that adequate systems are in place for the management of its environmental responsibilities and compliance with its various licence requirements and regulations. The Directors are not aware of any breaches of these requirements and to the best of their knowledge, all activities have been undertaken in compliance with environmental regulations.

Information on Directors**Dr Ian Campbell**

Special Responsibilities

Interest in Shares

PhD (Electrical Engineering)

Non-Executive Chairman

Member of the Nomination & Remuneration Committee

357,142,856 Ordinary Shares

Experience

Dr. Ian Campbell is a highly accomplished professional with a distinguished career spanning more than five decades. He holds a PhD in Electrical Engineering from the University of New South Wales and has accumulated extensive expertise across the fields of industry, software, and electronic commerce. Throughout his career, Dr. Campbell has played a pivotal role in the development and success of numerous commercial ventures, acting both as an investor and operator in diverse markets including Australia, Asia, and the USA.

Dr. Campbell is the principal of ILC Investments Pty Ltd, which is the largest shareholder in Tlou Energy. His leadership and business acumen have been integral in shaping strategic direction and fostering growth in the companies he has been involved with. Dr. Campbell brings to Tlou Energy a wealth of knowledge in commercial operations, investment management, and technological innovation, positioning the company for continued success within Botswana's evolving energy landscape.

His broad experience and forward-thinking approach make Dr. Campbell a strategic addition to the Board and to Tlou Energy's long-term vision. During the past three years Ian has not served as a director of any other ASX listed companies.

Gabaake Gabaake

Special Responsibilities

Interest in Shares

M.Sc.

Executive Director

Member of the Risk Committee

Member of the Nomination & Remuneration Committee

385,999 Ordinary Shares

Experience

Gabaake graduated with a Bachelor of Science degree in Geology from the University of Botswana in 1986 followed by a Masters degree in groundwater hydrology from the University College of London in 1989.

Gabaake is a Botswana citizen based in Gaborone. He is a former Botswana Government senior public servant having worked as Permanent Secretary at the Ministry of Minerals, Energy and Water Resources. Prior to that, he served at the Ministry of Local Government.

Gabaake has served on various private company boards including De Beers Group, Debswana Diamond Company (Pty) Limited and Diamond Trading Company Botswana. During the past three years, Gabaake has not served as a director of any other ASX listed companies.

Colm Cloonan

Special Responsibilities

Interest in Shares

FCCA

Finance Director. Interim CEO.

Member of the Audit Committee

Member of the Nomination & Remuneration Committee

8,000,000 Ordinary Shares

Experience

Colm is a Fellow of the Association of Chartered Certified Accountants (FCCA) with 20 years' experience in various finance roles.

Colm joined Tlou in 2009 at the early stages of the Company's activities and has been with the Company through all phases of its operations and development to date. Colm has worked in Europe and Australia in a range of finance roles including audit and business services, as well as providing financial and management accounting services to clients in various industries including power generation in Australia.

Colm studied accountancy at the Galway-Mayo Institute of Technology in Ireland. During the past three years Colm has not served as a director of any other ASX listed companies.

Allan Sullivan

Special Responsibilities

Interest in Shares

PhD (Engineering)

Non-Executive Director

Member of the Nomination & Remuneration Committee

7,014,286 Ordinary Shares

Experience

Dr. Allan Sullivan earned a Doctor of Engineering from the University of Sydney and has 50 years of experience in different fields. His work has spanned regions such as Asia, Australia, and Europe, where he contributed to engineering companies including Landis & Gyr, ABB, and Siemens, participating on subsidiary executive boards. Allan has also served as a director for several publicly listed organizations.

Throughout his extensive career, Dr. Sullivan has led major infrastructure and technology initiatives that have shaped the strategies of global engineering leaders. He is known for his hands-on leadership style and innovative approaches, which have resulted in improved operations and successful project outcomes across continents. Allan's expertise ranges from advancing electrical systems to streamlining organisational processes, often bringing together international teams to solve tough engineering challenges. In addition to serving on executive boards, he has mentored upcoming professionals and advised industry groups, leaving a lasting impact on both colleagues and the companies he has worked with. His insightful contributions continue to influence best practices within the industry today.

Martin Gabobake

Special Responsibilities

Interest in Shares

MBA

Non-Executive Director

Member of the Nomination & Remuneration Committee

Mr Gabobake holds no direct shareholding. He is the board representative of the Botswana Public Officers Pension Fund (BPOPF) who hold 208,521,092 Ordinary Shares.

Experience

Mr. Onalenna Martin Gabobake is the latest member of the Tlou Energy Board, joining as a Non-Executive Director nominated by the Botswana Public Officers Pension Fund (BPOPF). With over 30 years of distinguished public service experience, Mr. Gabobake brings a wealth of expertise in governance, forensic accounting, and financial management.

He holds a Bachelor of Accountancy, an MBA, and is a Certified Professional Forensic Accountant. Mr. Gabobake is currently pursuing a Doctor of Philosophy in Development Studies. His extensive career includes senior positions within the Botswana Police Service's Criminal Investigation Department, as well as leadership roles in prominent public sector organisations.

Mr. Gabobake has served on the Board of the Botswana National Productivity Centre, contributing to its key committees, and currently acts as a Trustee and Finance and Investment Committee member for BPOPF. In 2024, he was elected President of the Botswana Public Employees Union (BOPEU), further underscoring his commitment to national development.

Recognised for his outstanding representation of union members, Mr. Gabobake received the Bahiti Temane Award in 2016. His broad experience and strategic insight make him a valuable addition as Tlou Energy continues to advance its position within Botswana's dynamic energy sector.

Martin Mclver

(Resigned 21 July 2025)

Special Responsibilities

Interest in Shares

MBA

Non-Executive Director

Member of the Audit Committee

Member of the Risk Committee

Chairman of the Nomination & Remuneration Committee

1,240,673 Ordinary Shares

Experience

Martin holds an MBA (International) from the American Graduate School of International Management, a Graduate Diploma in Applied Finance and Valuations (FINSIA/Kaplan) and a Bachelor of Business (Marketing) from the Queensland University of Technology.

Martin has over 15 years' experience as General Manager for mining services companies including bulk and dangerous goods logistics, and drilling services. Martin was the Executive General Manager of the Mitchell Group, a vertically integrated coal and coal seam gas company with investments and operations across Australia, Asia and Africa. Prior to joining the Mitchell Group, Martin was a Director in Mergers and Acquisitions with PricewaterhouseCoopers.

Martin was appointed Non-Executive Director in September 2010 and is currently the Chief Financial Officer of Infragreen Group Limited. He is the former Chief Financial Officer of PWR Holdings Limited (ASX:PWH). He is a former Director of Infragreen Group Limited.

Anthony Gilby

(Resigned 23 May 2025)
Special Responsibilities

B.Sc. (First Class Honours)

Managing Director and Chief Executive Officer
Member of the Audit Committee
Member of the Nomination & Remuneration Committee
75,000,000 Ordinary Shares

Interest in Shares

Experience

Tony was appointed Managing Director and Chief Executive Officer in March 2012 and has over 30 years' experience in the oil and gas industry. He is a founding director of Tlou Energy Limited.

Tony was awarded a Bachelor of Science (First Class Honours) degree in Geology from the University of Adelaide in 1984, and also won the University Medal in Geology (Tate Memorial Medal). Tony began his career working as a well-site geologist for Delhi Petroleum in the Cooper Basin. He subsequently joined ESSO Australia. His roles with ESSO included exploration geology, geophysics, petrophysics and a period of time working in the Exxon Production Research Centre in Houston studying the seismic application of sequence stratigraphy.

On his return to Australia, he continued to work with ESSO in a New Ventures capacity working on a variety of projects prior to relocating to Brisbane where he worked for MIM Petroleum and the Louisiana Land and Exploration Company (LL&E). In 1996, he left LL&E to take on a consulting role as well as the acquisition of prospective Queensland acreage in a private capacity. This work culminated with the founding of Sunshine Gas Limited where he remained Managing Director until its sale in late 2008. He is a former Non-Executive director of ASX listed Comet Ridge Limited.

Hugh Swire

(Resigned 21 July 2025)
Special Responsibilities

BA (Hons)

Non-Executive Director
Chair of the Risk Committee
Chair of the Audit Committee
Member of the Nomination & Remuneration Committee
14,994,492 Ordinary Shares

Interest in Shares

Experience

Hugh started his career working with Mahon China, an established investment management and advisory partnership based in Beijing. Active in China since 1985, Mahon China have over 3 decades of experience advising foreign companies with investments and corporate activities in China. Hugh has remained a Partner of the firm and now supports UK / EU companies from London looking to expand and find partners in China or increasingly support Chinese companies looking to make investments internationally.

After leaving Mahon China, Hugh spent a decade working for Investment funds and international banks in Hong Kong and Tokyo where he worked for Nomura as well as in London for JP Morgan where he was Vice President.

Since 2010, Hugh has been focused on supporting fast growing UK companies in the low carbon and technology sectors by investing growth capital in Water Powered Technologies Ltd, a leading innovator in zero energy water management systems as well as MWF Ltd, one of the largest suppliers of renewable heat in the UK, which has since been sold to Aggregated Micro Power Holdings plc. Hugh also helped found a leading technology education company Black Country Atelier Ltd, which provides specialist training courses to students globally in 3D printing (CAM) digital electronics and CAD.

Hugh still travels to China after studying Chinese at Oxford University graduating with a BA Hons. During the past three years Hugh has not served as a director of any other ASX listed companies.

Company secretary

Wedu Samantha Mbayi was appointed as Company Secretary. Wedu brings extensive expertise in investment analysis, financial modelling, deal structuring, and regulatory compliance, with a career spanning both the public and private sectors.

Wedu holds a Bachelor of Business (Economics and Finance) from the Royal Melbourne Institute of Technology and a Post Graduate Certificate in Enterprise Risk Management from Botswana Accountancy College. Wedu is also pursuing the ACCA qualification, demonstrating a commitment to continued professional development.

Before joining Tlou Energy, Wedu worked in financial services at Norsad Capital and Grant Thornton. Wedu's strong background in risk management, legal documentation, and corporate finance ensures robust support for our Board and senior management, reinforcing good governance practices throughout the company.

Meetings of directors

The number of meetings of the consolidated entity's Board of Directors and committees held during the year ended 30 June 2025, and the number of meetings attended by each Director are listed below. The Nomination & Remuneration committee comprises the full board.

	Board / Nomination & Remuneration Committee		Audit Committee		Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
M Mclver	9	9	2	2	4	4
A Gilby	7	7	2	2	-	-
G Gabaake	9	9	-	-	4	4
C Cloonan	9	9	2	2	-	-
H Swire	8	9	2	2	4	4
I Campbell	3	3	-	-	-	-
A Sullivan	3	3	-	-	-	-

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Remuneration Report - audited

This report outlines the remuneration arrangements in place for the key management personnel of the consolidated entity.

Remuneration policy

Ensuring that the level of Director and Executive remuneration is sufficient and reasonable is dealt with by the full Board. The Remuneration Policy of Tlou Energy Limited has been designed to align the objectives of key management personnel with shareholder and business objectives. The Board of Tlou Energy Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the consolidated entity, as well as create shared goals between key management personnel and shareholders.

The Board's policy for determining the nature and amount of remuneration for the executive Directors and senior executives of the consolidated entity is as follows:

- The remuneration policy is developed by the Board after seeking, if appropriate, professional advice from independent external consultants.
- Executives employed by the consolidated entity receive a base salary (which is based on factors such as length of service and experience), inclusive of superannuation, fringe benefits, options, and performance incentives where appropriate. If performance incentives are put in place these will generally only be paid once predetermined key performance indicators have been met.
- Executives engaged through professional service entities are paid fees based on an agreed market based hourly rate for the services provided and may also be entitled to options and performance-based incentives.
- Incentives paid in the form of options or performance rights are intended to align the interests of management, the Directors and Company with those of the shareholders. In this regard, executives are prohibited from limiting risk attached to those instruments by use of derivatives or other means.

The Board reviews executive remuneration arrangements annually by reference to the consolidated entity's performance, executive performance and comparable information from industry sectors.

Key management personnel including Non-executive Directors located in Australia and employed executives receive the superannuation guarantee contribution required by the Commonwealth Government, which is currently 11.5% and do not receive any other retirement benefits. Individuals, however, can choose to sacrifice part of their salary to increase payments towards superannuation.

Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors for time, commitment, and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties, and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is \$500,000 per year. This was approved by shareholders at a general meeting held on 10 July 2012.

Fees for Non-Executive Directors are not linked to the performance of the consolidated entity, however, to align Directors interests with shareholder interests, where possible the Directors are encouraged to hold shares in the Company. There is no minimum holding prescribed in the Constitution.

Performance conditions linked to remuneration

The Board provides advice on remuneration and incentive policies and practices and specific recommendations on remuneration packages and other terms of employment for executive Directors, other senior executives, and Non-Executive Directors. The aim is to ensure that reward for performance is competitive and appropriate for the results delivered.

Remuneration and the terms and conditions of employment for executive Directors and Company executives are reviewed annually having regard to performance and relative comparative information and are approved by the Board following independent professional advice, as required. In this respect, consideration is given to normal commercial rates of remuneration for similar levels of responsibility.

Key management personnel during the financial year ended 30 June 2025

Directors

Ian Campbell	Non-Executive Chairman – Appointed 13 March 2025
Gabaake Gabaake	Executive Director
Colm Cloonan	Managing Director & Finance Director
Allan Sullivan	Non-Executive Director – Appointed 13 March 2025
Martin O. Gabobake	Non-Executive Director – Appointed 21 July 2025
Hugh Swire	Non-Executive Director – Resigned 21 July 2025
Martin McIver	Non-Executive Director – Resigned 21 July 2025
Anthony Gilby	Managing Director & Chief Executive Officer – Resigned 23 May 2025

Executives

Solomon Rowland	Company Secretary – Resigned 13 March 2025
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There were no other key management personnel of the consolidated entity during the financial year ended 30 June 2025.

Details of remuneration

Details of remuneration of each of the Directors and executives of the consolidated entity during the financial year are set out in the table below.

Benefits and Payments for the year ended 30 June 2025

	Short-term benefits		Post Employment benefits	Long term benefits	
	Salary & Fees - Paid	Salary & Fees - Accrued	Superannuation	Leave Benefits	Total
Directors	\$	\$	\$	\$	\$
M McIver	30,000	33,450	3,450	-	66,900
A Gilby	69,645	264,322	5,788	-	339,755
G Gabaake	123,762	58,407	15,677	-	197,846
C Cloonan	189,609	142,164	29,345	8,358	369,476
H Swire	57,891	9,009	-	-	66,900
I Campbell	-	-	-	-	-
A Sullivan	19,500	-	-	-	19,500
Total Directors	490,407	507,352	54,260	8,358	1,060,377
Executives					
S Rowland	98,678	-	11,348	-	110,026
Total Executives	98,678	-	11,348	-	110,026
Total	589,085	507,352	65,608	8,358	1,170,403

During the 2025 year, there were no share based payments and no proportion of the remuneration of any key management personnel was performance based. No key management personnel received cash bonuses, performance related bonuses, termination benefits or non-cash benefits during the year.

Benefits and Payments for the year ended 30 June 2024

	Short-term benefits		Post Employment benefits	Long term benefits		Share based payments		Total
	Salary & Fees	Cash Bonus	Superannuation	Leave Benefits	Total Cash Remuneration	Performance Rights	Equity Compensation	
Directors	\$	\$	\$	\$	\$	\$		\$
M McIver	60,000	-	6,600	-	66,600	-	0.0%	66,600
A Gilby	323,318	-	13,087	-	336,405	-	0.0%	336,405
G Gabaake	140,200	-	13,319	-	153,519	-	0.0%	153,519
C Cloonan	301,967	-	49,794	-	351,761	-	0.0%	351,761
H Swire	66,600	-	-	-	66,600	-	0.0%	66,600
Total Directors	892,085	-	82,800	-	974,885	-		974,885
Executives								
S Rowland	176,963	-	19,466	-	196,429	-	0.0%	196,429
Total Executives	176,963	-	19,466	-	196,429	-		196,429
Total	1,069,048	-	102,266	-	1,171,314	-		1,171,314

During the 2024 year, no proportion of the remuneration of any key management personnel was performance based. No key management personnel received cash bonuses, performance related bonuses, termination benefits or non-cash benefits during the year.

Service agreements

The following outlines the remuneration and other terms of employment for the following personnel during the reporting period which are formalised in employment contracts for services.

Gabaake Gabaake	Executive Director
Term of Agreement:	Mr Gabaake's services are provided in a personal capacity. The agreement has no fixed term.
Base Fee:	The annual cost to the Company excluding share-based payments (if any), adjustments for industry standards and CPI was approximately \$197,846. Of this amount Mr Gabaake voluntarily agreed that \$58,407 could be withheld by the Company and paid at a later date.
Termination Benefit:	No termination benefit is payable if terminated for cause.
Termination Notice:	The Company may give the Executive Director six months' notice of its intention to terminate the Agreement.
Colm Cloonan	Managing Director & Finance Director
Term of Agreement:	Mr Cloonan's services are provided in a personal capacity. The agreement has no fixed term.
Base Fee:	The contracted cost to the Company excluding share-based payments (if any), adjustments for industry standards and CPI was approximately \$361,119 for the role of Finance Director. Of this amount Mr Cloonan voluntarily agreed that \$142,164 could be withheld by the Company and paid at a later date. Mr Cloonan has not yet received any salary for the role of Managing Director.
Termination Benefit:	No termination benefit is payable if terminated for cause.
Termination Notice:	The Company may give the Finance Director six months' notice of its intention to terminate the Agreement.

Key management personnel shareholdings

The number of ordinary shares in Tlou Energy Limited held by each key management person of the group during the financial year is as follows:

30 June 2025	Balance at beginning of year	Granted as remuneration during the year	Additions	Disposals	Balance at date of resignation / appointment	Balance at end of year
M McIver	1,240,673	-	-	-	-	1,240,673
A Gilby	66,000,000	-	9,000,000	-	(75,000,000)	-
G Gabaake	385,999	-	-	-	-	385,999
C Cloonan	6,247,345	-	1,752,655	-	-	8,000,000
H Swire	13,494,492	-	1,500,000	-	-	14,994,492
I Campbell	-	-	-	-	357,142,856	357,142,856
A Sullivan	-	-	-	-	7,014,286	7,014,286
S Rowland	1,046,429	-	-	-	(1,046,429)	-
	88,414,938	-	12,252,655	-	288,110,713	388,778,306

Performance rights

Performance Rights are linked to the share price performance of the Company, ensuring alignment with the interests of the Company's shareholders. For the Performance Rights to vest and, therefore, become exercisable by a participant, certain performance conditions are required to be met as set out below. On vesting, holders of Performance Rights will be entitled to acquire Tlou Energy Limited ordinary shares at nil cost.

The number of performance rights over ordinary shares held by each key management person of the group during the financial year is as follows:

30 June 2025	Issue Date	Balance at beginning of year	Granted as remuneration	Exercised	Lapsed during the year	Balance at Year End
M McIver	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
A Gilby	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
G Gabaake	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
	15-Dec-21	1,000,000	-	-	1,000,000	-
	15-Dec-21	1,000,000	-	-	1,000,000	-
C Cloonan	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
	15-Dec-21	2,000,000	-	-	2,000,000	-
	15-Dec-21	2,000,000	-	-	2,000,000	-
H Swire	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
S Rowland	19-Oct-18	250,000	-	-	250,000	-
	19-Oct-18	250,000	-	-	250,000	-
Total		9,000,000	-	-	9,000,000	-

Shares issued on exercise of performance rights

Other than as shown in the table above, no other shares were issued on exercise of performance rights up to the date of this report.

Relationship between remuneration and Company performance

The factors that are considered to affect shareholder return during the last five years is summarised below:

	2025	2024	2023	2022	2021
Share price at end of financial year (\$)	0.013	0.035	0.034	0.028	0.039
Market capitalisation at end of financial year (\$M)	17	44	35	17	23
Loss for the financial year (\$)	(4,779,798)	(4,251,607)	(4,241,208)	(4,329,116)	(2,054,237)
Cash spend on exploration programs (\$)	(4,085,316)	(12,605,710)	(11,866,628)	(1,991,033)	(797,340)
Director & Key Management Personnel remuneration (\$)	1,170,403	1,171,314	1,144,178	930,243	637,521

Given that the remuneration is commercially reasonable, the link between remuneration, Company performance and shareholder wealth generation is tenuous, particularly in the exploration and evaluation, and pre-development stage. Share prices are subject to market sentiment towards the sector and increases or decreases may occur independently of executive performance or remuneration.

The Company may issue options or performance rights to provide an incentive for key management personnel which, it is believed, is in line with industry standards and practice and is also believed to align the interests of key management personnel with those of the Company's shareholders.

No remuneration consultants were used in the 2025 financial year.

Other transactions with key management personnel and their related parties

	Consolidated	
	2025	2024
	\$	\$
<u>Payment for goods and services:</u>		
Office rent paid to The Gilby McKay Alice Street Partnership, a director-related entity of former director Anthony Gilby.	7,800	15,600
<u>Loans to/from related parties during the year</u>		
Convertible loan from ILC Investment Pty Ltd, a director related entity of Ian Campbell.	-	2,090,411
Convertible loan from ILC BC Pty Ltd, a director related entity of Ian Campbell	-	1,000,000
Loan from ILC BC Pty Ltd	1,990,000	480,000
Interest accrued on loans with ILC Investments Pty Ltd and ILC BC Pty Ltd	717,274	352,026

Terms and conditions: Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. There were no amounts payable as at 30 June 2025 (2024: Nil).

(End of Remuneration Report)

Shares under option

There were no unissued ordinary shares of Tlou Energy Limited under option at the date of this report.

Performance rights

There were no performance rights outstanding at the date of this report.

Shares issued on the exercise of options and performance rights

There were no ordinary shares of Tlou Energy Limited issued during or since the year ended 30 June 2025 on the exercise of options or performance rights granted or up to the date of this report.

Indemnity and insurance of officers

The consolidated entity has indemnified the Directors and executives of the consolidated entity for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the consolidated entity paid a premium in respect of a contract to insure the Directors and executives of the consolidated entity against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Currency and rounding

The financial report is presented in Australian dollars and amounts are rounded to the nearest dollar in accordance with Corporations Instrument 2016/191 issued by the Australian Securities and Investments Commission.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* can be found on page 27.

Auditor

BDO Audit Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001*.

Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the consolidated entity are important.

The Board of Directors has considered the position and, in accordance with advice received from the Audit Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

Details of the amounts paid or payable to the auditor for non-audit services provided during the year are set out below.

	2025	2024
	\$	\$
Non-audit services		
Tax consulting and compliance services - BDO Australia	9,800	11,800

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the Directors


Colm Cloonan
Director
Brisbane, 30 September 2025

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2025 Annual Reserves Statement

Tlou Energy Limited is pleased to present its Annual Reserves Statement for the period ending 30 June 2025. There has been no adjustment to the net gas reserves and contingent resources of the Company since the last upgraded reserves were announced on 20 February 2018. Please refer to the ASX announcement on 20 February 2018 for full details of the consolidated entity's gas reserves and contingent resources.

An independent review of the Company's gas reserves and contingent resources is planned which may result in an upgrade or downgrade of the current gas reserves and contingent resources. Having conducted an internal review of its gas reserves and resources position during the reporting period and satisfying itself that there was no new data available that might materially increase or decrease the reserves or resources estimates reported during the reporting period, the Company hereby presents the net gas reserves and contingent resources on a combined basis as well as for each of its individual tenements as at 30 June 2025.

This information was prepared and first disclosed under the SPE-PRMS 2007. It has not been updated since to comply with the SPE-PRMS 2018 on the basis that the information has not materially changed since it was last reported.

Location	Project	Tlou Interest	Gas Reserves (BCF)					
			30/06/2025	30/06/2024	30/06/2025	30/06/2024	30/06/2025	30/06/2024
			1P*	1P	2P*	2P	3P	3P
Karoo Basin Botswana	Lesedi CBM (all coal seams) PL001/2004, ML 2017/18L	100%	0.34	0.34	25.2	25.2	252	252
Karoo Basin Botswana	Mamba CBM (Lower Morupule coal) PL238/2014 – PL241/2014	100%	0.01	0.01	15.5	15.5	175	175
Karoo Basin Botswana	PL003/2004, PL035/2000, PL037/2000	100%	-	-	-	-	-	-
Total			0.35	0.35	40.7	40.7	427	427

Location	Project	Tlou Interest	Gas Contingent Resource (BCF)					
			30/06/2025	30/06/2024	30/06/2025	30/06/2024	30/06/2025	30/06/2024
			1C	1C	2C**	2C**	3C	3C
Karoo Basin Botswana	Lesedi CBM (all coal seams) PL001/2004, ML 2017/18L	100%	4.6	4.6	214	214	3,043	3,043
Karoo Basin Botswana	Mamba CBM (Lower Morupule coal) PL238/2014 – PL241/2014	100%	-	-	-	-	-	-
Karoo Basin Botswana	PL003/2004, PL035/2000, PL037/2000	100%	-	-	-	-	-	-
Total			4.6	4.6	214	214	3,043	3,043

ASX Listing Rules Annual Report Requirements

*Listing Rule 5.39.1:

- All 1P and 2P petroleum reserves recorded in the table are undeveloped and are attributable to unconventional gas.
- 100% of all 1P and 2P petroleum reserves are located in the Karoo Basin in Botswana.

*Listing Rule 5.39.2:

- All 1P and 2P petroleum reserves reported are based on unconventional petroleum resources.

Listing Rule 5.39.3:

- The table shows the 2P and 3P petroleum reserves as at 30 June 2025 and comparative petroleum reserves certified at 30 June 2024.

Governance Arrangements and Internal Controls Listing Rule 5.39.5:

- Tlou Energy has obtained all its gas reserves and resources reported as at 30 June 2025 from external independent consultants who are qualified petroleum reserves and resource evaluators as prescribed by the ASX Listing Rules.
- Tlou Energy estimates and reports its petroleum reserves and resources in accordance with the definitions and guidelines of the Petroleum Resources Management System 2007, published by the Society of Petroleum Engineers (SPE PRMS).
- To ensure the integrity and reliability of data used in the reserves estimation process, the raw data is reviewed by senior reservoir and geological staff and consultants at Tlou Energy before being provided to the independent reserve certifiers. Tlou Energy has not and does not currently intend to conduct internal reviews of petroleum reserves preferring to appoint independent external experts prior to reporting any updated estimates of reserves or resources to ensure an independent and rigorous review of its data.
- Tlou Energy reviews and updates its gas reserves and resources position on an annual basis to ensure that if there is any new data that might affect the reserves or resources estimates of the Company steps can be taken to ensure that the estimates are adjusted accordingly.

** Listing Rule 5.40.1:

- All 2C contingent resources recorded in the table are undeveloped. 100% of the reported 2C contingent resource is attributable to unconventional gas.
- The geographical areas where the 2C contingent resources are located is the Karoo Basin in Botswana.

Listing Rule 5.40.2:

- The table shows the 2C and 3C contingent resources as at 30 June 2024 as against the previous year. The net 2C and 3C contingent resources did not increase from the 2023 year to the 2024 year.
- There were no other changes to the 2C and 3C contingent resources since the announcement on 20 February 2018.

Listing Rule 5.44:

- The estimates of Reserves and Contingent Resources appearing in the 2024 Annual Reserves Statement for Tlou Energy Limited and its subsidiaries are based on, and fairly represent, information and supporting documentation determined by the various qualified petroleum reserves and resource evaluators listed below.
- The gas reserves and resource estimates for the Lesedi CBM Project provided in this report were released to the Market on 20 February 2018 ('Announcement'). Tlou Energy confirms that it is not aware of any new information or data that materially affects the information included in the Announcement and that all the material assumptions and technical parameters underpinning the estimates in the Announcement continue to apply and have not materially changed. The gas reserve and resource estimates are based on and fairly represents, information and supporting documentation and were determined by Dr. Bruce Alan McConachie of SRK Consulting (Australasia) Pty Ltd, in accordance with Petroleum Resource Management System guidelines which were issued in 2007 and were in use in February 2018. The most recent changes to these guidelines, which revised those 2007 guidelines, was issued in June 2018. These revised guidelines will form the basis of any future assessments. The guidelines were re-affirmed by Mr Carl D'Silva of SRK. Mr D'Silva is considered to be a qualified person as defined under the ASX Listing Rule 5.42 and has given his consent to the use of the resource figures in the form and context in which they appear in this report.

Notes to Net Reserves and Resources Table:

- 1) Gas Reserve and Resource numbers have been rounded to the nearest whole number.
- 2) Gas Resource numbers have been rounded to the nearest tenth for amounts less than 100 BCF, otherwise to the nearest whole number.
- 3) Tlou's Gas Reserves have not been adjusted for fuel or shrinkage and have been calculated at the wellhead (which is the reference point for the purposes of Listing Rule 5.26.5).
- 4) Contingent Gas Resources are (100%) Unrisked Gross and are derived from the SRK certification at 31 March 2015 for all coal seams (as previously announced by Tlou on 9 April 2015) with adjustment for the gas volumes which have now been certified by SRK in the Gas Reserves category.
- 5) ASX Listing Rule 5.28.2 Statement relating to Prospective Resources:
The estimated quantities of petroleum gas that may potentially be recovered by the application of a future development project(s) relate to undiscovered accumulations. These estimates have both an associated risk of discovery and a risk of development. Further exploration appraisal and evaluation is required to determine the existence of a significant quantity of potentially moveable hydrocarbons.
- 6) Prospective Gas Resources are (100%) Unrisked Gross and are derived from a report to Tlou from Netherland, Sewell and Associates Inc (NSAI) dated 16th February 2012 regarding certification for all coal seams located in the remaining prospecting licences (as previously announced by Tlou in its prospectus dated 20 February 2013).

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Auditor's independence declaration



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DECLARATION OF INDEPENDENCE BY R J LIDDELL TO THE DIRECTORS OF TLOU ENERGY LIMITED

As lead auditor of Tlou Energy Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Tlou Energy Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'R J Liddell', is written over a light blue horizontal line.

R J Liddell
Director

BDO Audit Pty Ltd

Brisbane, 30 September 2025

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

Consolidated Statement of Comprehensive Income for the year ended 30 June 2025

		Consolidated	
	Note	June 2025	June 2024
		\$	\$
Interest income		2,237	13,339
Expenses			
Employee benefits expense	3	(958,116)	(1,322,923)
Depreciation expense	11	(107,288)	(108,850)
Foreign exchange gain/(loss)		(213,135)	(8,799)
Interest expense	14/15	(2,257,784)	(1,087,946)
Share based payment expense	3/19	(7,897)	(45,821)
Professional fees		(413,115)	(326,358)
Occupancy costs	3	(13,747)	(17,346)
Other expenses	3	(915,860)	(1,329,453)
Fair value gain/(loss) on financial instruments	16	104,907	(17,450)
LOSS BEFORE INCOME TAX		(4,779,798)	(4,251,607)
Income tax	4	-	-
LOSS FOR THE PERIOD		(4,779,798)	(4,251,607)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		2,555,254	(1,422,107)
TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)		2,555,254	(1,422,107)
TOTAL COMPREHENSIVE INCOME/(LOSS)		(2,224,544)	(5,673,714)
Earnings per share			
		Cents	Cents
Basic loss per share	5	(0.4)	(0.4)
Diluted loss per share	5	(0.4)	(0.4)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position as at 30 June 2025

	Note	Consolidated	
		June 2025	June 2024
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	6	210,581	2,517,135
Trade and other receivables	7	227,189	497,667
Other current assets	8	780,695	660,372
TOTAL CURRENT ASSETS		1,218,465	3,675,174
NON-CURRENT ASSETS			
Exploration and evaluation assets	9	78,808,960	71,994,040
Other non-current assets	10	601,709	578,927
Property, plant and equipment	11	1,254,378	1,284,618
TOTAL NON-CURRENT ASSETS		80,665,047	73,857,585
TOTAL ASSETS		81,883,512	77,532,759
CURRENT LIABILITIES			
Trade and other payables	12	4,334,756	1,434,675
Convertible notes	14	13,229,130	8,417,722
Derivatives	16	34,548	139,455
Short term loan	15	2,470,000	480,000
Lease liabilities		19,370	18,822
Provisions	13	294,587	511,970
TOTAL CURRENT LIABILITIES		20,382,391	11,002,644
NON-CURRENT LIABILITIES			
Convertible notes	14	-	3,785,480
Lease liabilities		-	18,654
Provisions	13	130,000	134,000
TOTAL NON-CURRENT LIABILITIES		130,000	3,938,134
TOTAL LIABILITIES		20,512,391	14,940,778
NET ASSETS		61,371,121	62,591,981
EQUITY			
Contributed equity	17	131,011,488	130,015,701
Reserves		(8,164,145)	(9,416,123)
Accumulated losses		(61,476,222)	(58,007,597)
TOTAL EQUITY		61,371,121	62,591,981

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity for the year ended 30 June 2025

	Contributed Equity	Share Based Payments Reserve	Foreign Currency Translation Reserve	Convertible Equity Reserve	Accumulated Losses	Total
	\$	\$	\$		\$	\$
Consolidated						
Balance at 1 July 2023	121,509,325	1,257,455	(10,602,223)	-	(53,755,990)	58,408,567
Loss for the period	-	-	-	-	(4,251,607)	(4,251,607)
Other comprehensive income, net of tax	-	-	(1,422,107)	-	-	(1,422,107)
Total comprehensive income	-	-	(1,422,107)	-	(4,251,607)	(5,673,714)
Transactions with owners in their capacity as owners						
Share based payments	-	45,821	-	-	-	45,821
Conversion feature of the convertible loans	-	-	-	1,304,931	-	1,304,931
Shares issued, net of costs	8,506,376	-	-	-	-	8,506,376
	8,506,376	45,821	-	1,304,931	-	9,857,128
Balance at 30 June 2024	130,015,701	1,303,276	(12,024,330)	1,304,931	(58,007,597)	62,591,981
Balance at 1 July 2024	130,015,701	1,303,276	(12,024,330)	1,304,931	(58,007,597)	62,591,981
Loss for the period	-	-	-	-	(4,779,798)	(4,779,798)
Other comprehensive income, net of tax	-	-	2,555,254	-	-	2,555,254
Total comprehensive income	-	-	2,555,254	-	(4,779,798)	(2,224,544)
Transactions with owners in their capacity as owners						
Share based payments	-	7,897	-	-	-	7,897
Transfers - expired performance rights	-	(1,311,173)	-	-	1,311,173	-
Shares issued, net of costs	995,787	-	-	-	-	995,787
	995,787	(1,303,276)	-	-	1,311,173	1,003,684
Balance at 30 June 2025	131,011,488	-	(9,469,076)	1,304,931	(61,476,222)	61,371,121

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows for the year ended 30 June 2025

	Note	Consolidated June 2025 \$	June 2024 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees (inclusive of GST and VAT)		(1,133,356)	(2,866,938)
Interest received		2,237	13,343
NET CASH USED IN OPERATING ACTIVITIES	27	(1,131,119)	(2,853,595)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation assets		(4,085,316)	(12,605,710)
Payment for property, plant and equipment		(126,098)	(5,552)
Deposits for purchase of property, plant and equipment		-	(703,240)
NET CASH USED IN INVESTING ACTIVITIES		(4,211,415)	(13,314,502)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		995,788	8,480,258
Proceeds from borrowings		1,990,000	3,480,000
Issue costs		-	(87,882)
Payments of lease liabilities		(21,799)	(18,860)
NET CASH PROVIDED BY FINANCING ACTIVITIES		2,963,989	11,853,516
Net (decrease)/increase in cash held		(2,378,545)	(4,314,581)
Cash at the beginning of the period		2,517,135	6,848,717
Effects of exchange rate changes on cash		71,991	(17,001)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	6	210,581	2,517,135

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the financial statements

Note 1. Material accounting policies

Introduction

This financial report includes the consolidated financial statements of Tlou Energy Limited (the “Company”) and its controlled entities (together referred to as the “consolidated entity” or the “group”).

The separate financial statements of the parent entity, Tlou Energy Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*. Supplementary information about the parent entity is disclosed in Note 30.

Tlou Energy Limited is a public company, incorporated and domiciled in Australia. Its registered office and principal place of business is 210 Alice St, Brisbane, QLD 4000, Australia.

The following is a summary of the material and principal accounting policies adopted by the consolidated entity in the preparation of the financial report. The accounting policies have been consistently applied to all the years presented, unless otherwise stated.

Operations and principal activities

The principal activity of the consolidated entity is to explore and evaluate power solutions in Sub-Saharan Africa through Coalbed Methane (CBM) gas-fired power. No revenue from these activities has been earned to date, as the consolidated entity is still in the exploration and evaluation or pre-development stage.

Currency

The financial report is presented in Australian dollars, rounded to the nearest dollar, in accordance with Corporations Instrument 2016/191 issued by the Australian Securities and Investments Commission.

Authorisation of financial report

The financial report was authorised for issue on 30 September 2025.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Tlou Energy Limited is a for-profit entity for the purposes of preparing the financial statements.

Compliance with IFRS

The consolidated financial statements of Tlou Energy Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

The consolidated financial statements have been prepared on an accruals basis and are based on historical costs except for derivative financial instruments which are measured at fair value.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Refer to the accounting policy on translation of foreign operations under Note 18.

Notes to the financial statements (continued)

Note 1 Material accounting policies (continued)

Going Concern

The consolidated financial statements have been prepared on a going concern basis which contemplates that the consolidated entity will continue to meet its commitments and can therefore continue normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

For the year ended 30 June 2025, the Group incurred a loss of \$4,779,798 after income tax and net cash used in operating activities was \$1,131,119 and net cash used in investing activities was \$4,211,415. At 30 June 2025 the Group had net current liabilities of \$19,163,926 including \$13,229,130 related to convertible notes, \$2,149,144 of accrued interest, a short term loan of \$2,470,000 and \$666,312 of accrued Directors fees. Commitments due in the next 12 months amount to \$736,787.

The ability of the Group to continue as a going concern is dependent upon completing a capital raise or securing other forms of financing in the near term. These funds are required to continue development of planned power projects and to meet the consolidated Group's working capital requirements. The ability of the Group to continue as a going concern is also dependent upon further future capital raises.

These conditions give rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Whilst acknowledging these uncertainties, the Directors have concluded that the going concern basis of preparation of the financial statements is appropriate considering the following circumstances:

- The Company's largest shareholder continues to support the company and has provided a loan facility that can be drawn down as required. \$672,087 of this facility remains available at the date of this report following a drawdown of \$1,500,000 in September 2025;
- This facility may also be increased in future subject to agreement with the shareholder. Further, the accrued interest of \$1,069,300 on loans from the largest shareholder, included in trade and other payables in current liabilities won't be paid until Tlou has sufficient funds available. In September 2025, the shareholder confirmed that convertible notes, loans and interest totalling \$10,677,303 may also be settled in equity, subject to shareholder approval;
- The Company is close to achieving first revenue. In March 2025 the Company announced the signing of a binding Heads of Agreement with Kala Data, a data centre development company to establish high density computational facilities at Tlou's Lesedi site. This first stage of the data centre is being commissioned and due to commence operations in October 2025 which will provide the Company with first revenue from gas produced at the Lesedi power project;
- Kala Data has also committed to investing further in the project to expand the data centre including providing funding to drill additional wells and to install solar generation at Lesedi;
- Convertible notes with a maturity date of 24 January 2027, which is more than 12 months away have been classified as current liabilities in the statement of financial position in line with the requirements of AASB 101 as disclosed in note 1 of this report. The note holder has confirmed that provided that the Company complies with the agreed repayment plan, the holder does not presently anticipate exercising its rights to demand early repayment of the convertible loan prior to its stated maturity date;
- Included in trade and other payables in current liabilities are \$666,312 which are payable to current and former Directors. This balance will not be called upon until Tlou has sufficient funds available. This amount may also be settled in equity, subject to shareholder approval; and
- Management continues to assess the possibility of raising funds through the equity markets. Existing shareholders have expressed interest in investing further funds in the Company in a near term capital raising and have requested to be kept informed on progress with the data centre as first revenue is seen as a near term catalyst for further investment.

Notes to the financial statements (continued)

Note 1 Material accounting policies (continued)

Going Concern (continued)

At the date of this financial report, none of the above fund-raising options have been concluded and no guarantee can be given that a successful outcome will eventuate. The directors have concluded that as a result of the current circumstances there exists a material uncertainty that may cast significant doubt regarding the consolidated entity's and the Company's ability to continue as a going concern and therefore the consolidated entity and Company may be unable to realise their assets and discharge their liabilities in the normal course of business. Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report. This financial report does not include any adjustments related to the recoverability and classification of recorded asset amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

Accounting Policies

(a) Principles of consolidation

Subsidiaries are all entities (including structured entities) over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the consolidated entity.

Intercompany transactions, balances, and unrealised gains on transactions between consolidated entity companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

(b) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs.

Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(c) Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses, and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the consolidated statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

(d) Comparative figures

When required by accounting standards comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Notes to the financial statements (continued)

Note 1 Material accounting policies (continued)

(e) Financial Instruments

Classification

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Impairment

The group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The fair value adjustment is through profit or loss.

(f) Borrowings

Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost using the effective interest method.

The Consolidated entity's financial liabilities measured at amortised cost include trade and other payables and the host liability of convertible notes.

Convertible notes

The conversion feature included in convertible notes is assessed to determine if it satisfies or fails the fixed-for-fixed requirement to be classified as a compound financial instrument containing an equity component. If this requirement is failed the notes are separated into the host liability and the derivative liability component of the notes.

Subsequent to initial recognition any changes in fair value of the derivative liability at each balance date are recognised in profit or loss.

The host liability is subsequently recognised on an amortised cost basis until extinguished on conversion or maturity of the notes.

Notes to the financial statements (continued)

Note 1 Material accounting policies (continued)

(g) New Accounting Standards and Interpretations

A number of new or amended standards became applicable for the current reporting period. Except for the adoption of Amendments to AASB 101 *Presentation of Financial Statements*, the impact of the adoption of these standards did not have any material impact on the Group's accounting policies and did not require retrospective adjustments.

Amendments to AASB 101 *Presentation of Financial Statements* - Classification of Liabilities as Current or Non-current.

The main Amendments to the classification requirements for liabilities that had a significant impact on the financial statements related to the convertible notes.

If a liability could be settled by an entity transferring its own equity instruments prior to maturity (e.g. a convertible bond), classification is determined without considering the possibility of earlier settlement by conversion to equity, but only if the conversion feature is classified as equity under AASB 132 *Financial Instruments: Presentation*. If the conversion feature is classified as a liability or a derivative liability, the entity must consider the existence of any early conversion options when determining the classification as current or non-current.

The Amendments are effective retrospectively. Therefore, an entity is required to restate the comparatives if the classification of any liability as current or non-current is changed as a result of the Amendments for the comparative period.

(i) Convertible notes – conversion feature is classified as a derivative liability

The conversion feature of the convertible notes is classified as a derivative liability. The noteholder has the right to exercise the option any time during the 5-year term by giving 90-day notice.

On adoption of the Amendments to AASB 101, since the conversion option is classified as a derivative liability, that conversion is considered to be settlement of the host liability and if the option may be exercised any time before the maturity of the liability, the Group does not have the right to defer settlement of the liability for at least twelve months after the end of the reporting period. As a result, the host liability is classified as current. The derivative liability is also classified as current.

Non-current liabilities therefore decreased, and current liabilities increased by a corresponding amount in the consolidated statement of financial position for 31 December 2024.

Non-current liabilities also decreased, and current liabilities increased by \$8,557,177 in the restated comparative consolidated statement of financial position for 30 June 2024 comparatives, and by \$8,208,016 at the beginning of the earliest comparative period, 1 July 2023.

Consolidated statement of financial position (extract)

	30-Jun-24	Increase (decrease)	30 June 2024 (restated)	01-Jul-23	Increase (decrease)	1 July 2023 (restated)
	\$	\$	\$	\$	\$	\$
Current Convertible notes	-	8,417,722	8,417,722	-	8,086,011	8,086,011
Current Derivatives	-	139,455	139,455	-	122,005	122,005
Total current liabilities	2,445,467	8,557,177	11,002,644	2,838,839	8,208,016	11,046,855
Non-current Convertible notes	12,203,202	(8,417,722)	3,785,480	8,086,011	(8,086,011)	-
Non-current Derivatives	139,455	(139,455)	-	122,005	(122,005)	-
Total non-current liabilities	12,495,311	(8,557,177)	3,938,134	10,379,813	(8,208,016)	2,171,797

(ii) Convertible loans – conversion feature classified as equity

The conversion feature of the convertible loans is classified as equity and as such the conversion feature, which may be exercised by the noteholder at any time, does not affect the convertible loan's classification as current or non-current. The Amendments to AASB 101 did not have an impact on the classification of the convertible loans in either the 30 June 2025 consolidated statement of financial position or 30 June 2024 comparative consolidated statement of financial position.

(h) New Standards and Interpretations not yet adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2025. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 18 *Presentation and Disclosure in Financial Statements*

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The consolidated entity will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Notes to the financial statements (continued)

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets and liabilities. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Exploration & evaluation assets

The consolidated entity performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of drilling results performed to reporting date.

Management has considered whether Tlou is still in the E&E phase or has moved into development. The projects should still be classified as E&E as the technical and commercial feasibility has not been established. In particular:

- whilst there has been independently certified gas reserves and contingent resources whether or not these reserve gas flow rates will be of a commercial quantity has not been established;
- funding for the commercialisation of reserves and for a commercial level of production has not been confirmed; and
- a final investment decision has not been made.

At the date of this report the Directors consider that Tlou is still in the E&E phase. While the Company has made significant strides during 2025, the three points above are still relevant, i.e. (i) commercial gas flow rates are yet to be established, (ii) agreed funding to commercialise the project is not yet in place, (iii) we have not reached a final investment decision. Based on these facts and despite the progress this year the project remains in the E&E stage.

Deferred Tax assets

The Company is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity estimates its tax liabilities based on the consolidated entity's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

In addition, the consolidated entity has recognised deferred tax assets relating to carried forward tax losses to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same subsidiary against which the unused tax losses can be utilised. However, utilisation of the tax losses also depends on the ability of the entity, which is not part of the tax consolidated group, to satisfy certain tests at the time the losses are recouped. Due to the parent entity acquiring the entity that holds the losses it is expected that the entity will fail to satisfy the continuity of ownership test and therefore must rely on the same business test. As at 30 June 2024 the consolidated entity has not received advice that the losses are unavailable, however should this change in the future the consolidated entity may be required to derecognise these losses.

Notes to the financial statements (continued)

Note 3. Expenses

	Consolidated	
	June 2025	June 2024
	\$	\$
Loss before income tax includes the following specific expenses:		
Employee benefits expense		
• Defined contribution superannuation expense	64,935	92,919
• Performance rights	7,897	45,821
• Other employee benefits expense	893,181	1,230,004
	966,013	1,368,744
Occupancy costs		
• Rental expense relating to short-term leases - minimum lease rentals	13,747	17,346
Other expenses include the following specific items:		
• Travel and accommodation costs	123,651	324,475
• Consultants	127,812	192,991
• Stock exchange, advisory, secretarial fees	368,683	388,848
• Investor relations	103,870	247,360

Note 4. Income Tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses and under and over provision in prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Notes to the financial statements (continued)

Note 4 Income tax (continued)

	Consolidated	
	June 2025	June 2024
	\$	\$
Loss before income tax	(4,779,798)	(4,251,607)
Tax at the domestic tax rates applicable to profits in the country concerned at 30% (2024: 30%)	(1,433,939)	(1,275,482)
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-temporary items	1,350,730	159,606
Difference in overseas tax rates	(20,315)	(244,165)
Deferred tax asset not recognised	103,524	1,360,041
Income tax benefit		
Recognised deferred tax assets		
Unused tax losses	10,769,139	10,072,038
	10,769,139	10,072,038
Recognised deferred tax liabilities		
Assessable temporary differences	10,769,139	10,072,038
	10,769,139	10,072,038
Net deferred tax liability recognised		-
Unrecognised temporary differences and tax losses		
Unused tax losses and temporary differences for which no deferred tax asset has been recognised	79,012,430	79,533,747

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the consolidated entity can utilise these benefits.

Note 5. Earnings per share*Basic and diluted earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Tlou Energy Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

	Consolidated	
	June 2025	June 2024
	\$	\$
Reconciliation of earnings used in calculating basic and diluted loss per share:		
Loss for the year attributable to owners of Tlou Energy Limited	(4,779,798)	(4,251,607)
Loss used in the calculation of the basic and dilutive loss per share	(4,779,798)	(4,251,607)
Weighted average number of ordinary shares used as the denominator		
Number used in calculating basic and diluted loss per share	Number 1,292,788,847	Number 1,097,174,676

Options and performance rights are considered to be "potential ordinary shares" but were anti-dilutive in nature and therefore the diluted loss per share is the same as the basic loss per share.

Notes to the financial statements (continued)

Note 6. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Consolidated	
June 2025	June 2024
\$	\$
Cash at bank	
210,581	2,517,135
210,581	2,517,135

Note 7. Trade and Other Receivables

Consolidated	
June 2025	June 2024
\$	\$
Current	
Other receivables	220
GST/VAT receivable	497,447
226,965	497,667
227,189	497,667

Note 8. Other Current Assets

Consolidated	
June 2025	June 2024
\$	\$
Deposits	660,372
780,695	660,372

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Notes to the financial statements (continued)

Note 9. Exploration and Evaluation Assets

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest or project. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

Accumulated costs in relation to an area or project no longer considered viable are written off in full in the year the decision is made. Regular reviews are undertaken on each area of interest and project to determine the appropriateness of continuing to carry forward related costs.

Consolidated	
June 2025	June 2024
\$	\$
78,808,960	71,994,040
78,808,960	71,994,040

June 2025	June 2024
\$	\$
71,994,040	60,442,961
4,289,829	12,986,071
2,525,091	(1,434,992)
78,808,960	71,994,040

Exploration and evaluation assets

Movements in exploration and evaluation assets

Balance at the beginning of period
Exploration and evaluation expenditure during the year
Foreign currency translation
Balance at the end of period

The recoupment of costs carried forward in relation to projects or areas of interest in the exploration and evaluation phase is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

There is a risk that one or more of the exploration licences will not be extended, or that the terms of the extension are not favourable to Tlou. This could have an adverse impact on the performance of Tlou. The consolidated entity is not aware of any reasons why the licences will not be renewed.

Note 10. Other non-current assets

Inventory and well consumables are valued at lower of cost and net realisable value. Inventory and well consumables are allocated to exploration and evaluation expenditure when the assets are used in operations.

Consolidated	
June 2025	June 2024
\$	\$
601,709	578,927
601,709	578,927

Inventory and well consumables - at cost

Notes to the financial statements (continued)

Note 11. Property, Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation and amortisation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment and right of use assets over their expected useful lives as follows:

Plant and equipment 3-7 years

Right-of-use assets over the actual or expected term of the lease

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Consolidated	
June 2025	June 2024
\$	\$
5,346,101	5,110,937
(4,091,723)	(3,826,319)
1,254,378	1,284,618

Right-of-use assets, plant and equipment at cost

Accumulated depreciation

Movements in Carrying Amounts

Movement in the carrying amounts between the beginning and the end of the current financial year:

2025	Leasehold Land and Buildings	Site Equipment	Motor Vehicles	Office Equipment	Furniture and Fittings	Total
Balance at the beginning of year	1,088,269	83,888	-	31,940	80,521	1,284,618
Additions	-	22,979	-	481	-	23,460
Depreciation and amortisation	(16,879)	(40,994)	-	(16,637)	(32,778)	(107,288)
Foreign exchange movements	45,371	4,456	-	405	3,356	53,588
Carrying amount at the end of year	1,116,761	70,329	-	16,189	51,099	1,254,378

Included in property, plant and equipment are right-of-use assets with a carrying value of \$15,509 (2024: \$30,117).

2024	Leasehold Land and Buildings	Site Equipment	Motor Vehicles	Office Equipment	Furniture and Fittings	Total
Balance at the beginning of year	1,113,910	122,274	5,385	45,018	112,944	1,399,531
Additions	-	1,508	-	4,044	-	5,552
Disposals	-	-	-	(587)	-	(587)
Depreciation and amortisation	(16,203)	(38,844)	(5,339)	(16,410)	(31,467)	(108,263)
Foreign exchange movements	(9,438)	(1,050)	(46)	(125)	(956)	(11,615)
Carrying amount at the end of year	1,088,269	83,888	-	31,940	80,521	1,284,618

Included in property, plant and equipment are right-of-use assets with a carrying value of \$30,117 (2023: \$60,059).

Notes to the financial statements (continued)

Note 12. Trade and Other Payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

	Consolidated	
	June 2025	June 2024
	\$	\$
Current		
Trade payables	787,445	462,071
Accruals	984,284	546,825
Interest payable on convertible notes	2,058,733	409,156
Other payables	504,294	16,623
	4,334,756	1,434,675

The carrying values of trade and other payables approximate fair values due to short-term nature of the amounts. These are non-interest bearing.

Note 13. Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Rehabilitation

The provision represents the estimated costs to rehabilitate wells in licences held by the consolidated entity. This provision has been calculated based on the number of wells which require rehabilitation and the expected costs to rehabilitate each well, taking into consideration the type of well and its location.

Employee benefits
Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

The liability for long service leave is recognised in current and non-current liabilities, depending on the unconditional right to defer settlement of the liability for at least 12 months after the reporting date. The liability is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Notes to the financial statements (continued)

Note 13 Provisions (continued)

Employee benefits – Botswana Severance

A provision has been recognised for employee benefits relating to severance pay payable in Botswana.

Severance pay

As per the Botswana Labour a provision is calculated for each Botswana based employee of one day per month of service, which can be paid out after 60 months or when employment ends. The benefit rises to two days per month after the first 60 months.

Consolidated	
June 2025	June 2024
\$	\$
124,399	357,269
170,188	154,701
294,587	511,970
130,000	134,000
130,000	134,000

Current

Employee benefits

Employee benefits - Botswana severance

Non-current

Rehabilitation

Note 14. Convertible notes

The parent entity has convertible notes and loans as follows:

Consolidated	
June 2025	June 2024
\$	\$
8,599,872	8,417,722
4,629,258	3,785,480
13,229,130	12,203,202

Convertible notes

Convertible loans

Convertible Notes

The parent entity issued convertible notes totalling US\$5,000,000 on 24 January 2022. The notes are convertible into ordinary shares of the parent entity, at the option of the holder at the higher of:

- (a) A 10% discount to the weighted average traded price of the Company's shares on the ASX over the 90 days prior to the Conversion Date; and
- (b) A\$0.06

The notes incur interest at 7.75% and the Company has capitalised interest for the first 24 months with interest payments due at six-month intervals thereafter. The notes expire on 24 January 2027, being 5 years after issue.

Consolidated	
June 2025	June 2024
\$	\$
8,417,722	8,086,011
-	369,246
(696,733)	292,701
696,733	(292,701)
182,150	(37,535)
8,599,872	8,417,722

Opening Balance

Interest capitalised

Interest payable

Interest accrued

Effect of foreign exchange movement

Host liability

Notes to the financial statements (continued)

*Note 14 Convertible notes (continued)*Convertible Loans

ILC Investments Pty Ltd (“ILC”) and ILC BC Pty Ltd (“ILCB”) have provided loans to the Company, made up of a converted ILC term loan along with an additional \$2m loan from ILC and a separate \$1m loan from ILCB. ILC is Tlou’s largest shareholder. Interest on the loans is charged at 10% per annum. The convertible loans are repayable at the earlier of 30 April 2026 or 60 days after the date the Company first generates and supplies electricity into the grid from its Lesedi project. At any time during the term, ILC and ILCB may elect to convert the whole or part of the loan into shares in the Company at \$0.035 per share.

Consolidated	
June 2025	June 2024
\$	\$
Opening balance	-
Loans advanced	3,000,000
Transferred from long term loan	2,090,411
Conversion component on initial recognition	(1,304,931)
Interest expense for the period	352,026
Interest accrued during the period	(352,026)
Financial liability	3,785,480

With the inclusion of the convertible option on the loans, the company undertook a valuation of the loans to include the financial liability and the conversion feature of the loan.

The convertible loans comprise: (a) a debt instrument; and (b) a conversion feature to exchange the loans for a fixed number of equity instruments. In valuing the convertible loans it was necessary to determine the fair value of the liability component and subtract this value from the face value of the convertible loans to determine the equity component.

	\$	\$	\$
	ILC Loan	ILCB Loan	Total
Valuation Date	08-Nov-23	03-Nov-23	
Face Value	4,090,411	1,000,000	5,090,411
Financial Liability Component	3,043,980	741,500	3,785,480
Conversion Feature Component	1,046,431	258,500	1,304,931
Total	4,090,411	1,000,000	5,090,411

The financial liability is classified as a current liability and the conversion feature is classified as an equity reserve. In the prior financial year the financial liability was classified as a non-current liability.

Notes to the financial statements (continued)

Note 15. Short Term Loan

	Consolidated	
	June 2025	June 2024
	\$	\$
Loans advanced	2,470,000	480,000
Interest expense for the period	151,569	19,595
Interest accrued during the period	(151,569)	(19,595)
	2,470,000	480,000

The Company entered into a loan agreement with ILC BC Pty Ltd ACN 137 272 596 ("ILCB") to provide an unsecured loan facility of up to A\$5m. ILCB and ILC investments Pty Ltd ("ILC"), a substantial shareholder in the Company are both controlled by the same party. Interest on funds drawdown is charged at 10% per annum. At the reporting date A\$2,470,000 has been drawn down. The loan is repayable 10 business days after ILCB requests payment of all outstanding amounts from the Company or when the Company elects to repay ILCB all outstanding amounts.

Note 16. Derivatives

	Consolidated	
	June 2025	June 2024
	\$	\$
<u>Current</u>		
Opening balance	139,455	122,005
Fair value movement recognised in profit or loss	(104,907)	17,450
Closing balance	34,548	139,455

Non-current derivatives relate to the conversion feature included in the convertible notes issued on 24 January 2022. The initial fair value and the value as at 30 June 2025 of the derivative portion of the note was determined using a binomial option model.

Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The fair value of the consolidated entity's derivatives is determined using valuation techniques as they are not traded in an active market. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. The conversion feature derivative is considered to be a level 3 measurement as the binomial pricing model includes unobservable inputs.

Changes in the value of the derivatives that have been recognised are included in the tables above.

Notes to the financial statements (continued)

Note 17. Contributed equity

Issued and paid-up capital is recognised at the fair value of the consideration received by the consolidated entity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

			Consolidated	
	June 2025	June 2024	June 2025	June 2024
	Shares	Shares	\$	\$
Opening balance	1,270,133,251	1,024,583,025	130,015,701	121,509,325
Issue of ordinary shares during the year	28,451,068	245,550,226	995,787	8,594,258
Share issue costs	-	-	-	(87,882)
Ordinary shares - fully paid	1,298,584,319	1,270,133,251	131,011,488	130,015,701

Ordinary shares issued during the year

	Issue Date	No. of Shares	Issue Price (AUD)
Placement	30-Aug-24	16,198,413	\$0.035
Placement	30-Sep-24	12,252,655	\$0.035

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of, and amounts paid on, the shares held. The fully paid ordinary shares have no par value. On a show of hands every member present at a meeting, in person or by proxy, shall have one vote and upon a poll, each share shall have one vote. The Company does not have authorised capital or par value in respect of its issued shares.

Capital risk management

The capital structure of the consolidated entity consists of equity attributable to equity holders of the parent entity, comprising issued capital and reserves as disclosed in the Consolidated Statement of Changes in Equity.

When managing capital, management's objective is to ensure the parent entity continues as a going concern and to maintain a structure that ensures the lowest cost of capital available and to ensure adequate capital is available for exploration and evaluation of tenements. In order to maintain or adjust the capital structure, the consolidated entity may seek to issue new shares. Consistent with other exploration companies, the consolidated entity, including the parent entity monitors capital on the basis of forecast exploration and development expenditure required to reach a stage which permits a reasonable assessment of the existence or otherwise of an economically recoverable reserve.

Notes to the financial statements (continued)

Note 18. Reserves**Foreign Currency Translation Reserve**

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled entities.

The financial report is presented in Australian dollars rounded to the nearest dollar, which is Tlou Energy Limited's functional and presentation currency.

Foreign operations

The assets and liabilities of foreign operations are translated into functional currency using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into functional currency using the average exchange rates, which approximate the rate at the date of the transaction, for the period. All resulting foreign exchange differences are recognised in the foreign currency translation reserve in equity. The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Share Based Payments Reserve

The share-based payments reserve is used to record the share-based payment associated with options and performance rights granted to employees and others under equity-settled share-based payment arrangements.

Convertible Equity Reserve

The convertible equity reserve is used to record the equity component of convertible loans. The convertible loans are classified as a financial instrument containing a debt component and an equity component. The equity component relates to the conversion feature to exchange the loans for a fixed number of equity instruments.

Note 19. Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees and other service providers.

Equity-settled transactions are awards of shares, options or performance rights over shares that are provided to employees or other service providers in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Notes to the financial statements (continued)

Note 19 Share based payments (continued)

Employee Share Options and Performance Rights

Share Options and Performance Rights may be granted to certain personnel of the Company on terms determined by the directors or otherwise approved by the Company at a general meeting.

Share options are granted for no consideration. Options and entitlements to the options are vested on a time basis and/or on specific performance-based criteria such as share price increases or reserves certification. Options granted as described above carry no dividend or voting rights. When exercisable, each option is convertible to one ordinary share.

Performance Rights are linked to the share price performance of the Company, ensuring alignment with the interests of the Company's shareholders. For the Performance Rights that are issued but not yet exercised at the date of this report to vest and, therefore, become exercisable by a participant, certain performance conditions are required to be met as set out below. On vesting, holders of Performance Rights will be entitled to acquire Tlou Energy Limited ordinary shares at nil cost.

Options

At 30 June 2025, there were no outstanding options for ordinary shares in Tlou Energy Limited (2024: Nil).

Performance Rights

At 30 June 2025, there were no performance rights on issue.

Issue Date	Hurdle Price	Expiry date	1/07/2024	Issued	Exercised	Lapsed	30/06/2025
19/10/2018	\$0.165	31/01/2025	2,175,000	-	-	(2,175,000)	-
19/10/2018	\$0.22	31/01/2025	2,175,000	-	-	(2,175,000)	-
15/12/2021	\$0.10	31/01/2025	3,000,000	-	-	(3,000,000)	-
15/12/2021	\$0.165	31/01/2025	3,000,000	-	-	(3,000,000)	-
1/02/2023	\$0.165	31/01/2025	2,000,000	-	-	(2,000,000)	-
1/02/2023	\$0.22	31/01/2025	2,000,000	-	-	(2,000,000)	-
1/02/2023	\$0.28	31/01/2025	2,000,000	-	-	(2,000,000)	-
			16,350,000	-	-	(16,350,000)	-

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transaction recognised during the year were as follows:

	Consolidated	
	June 2025	June 2024
	\$	\$
Performance rights	7,897	45,821
	7,897	45,821

Notes to the financial statements (continued)

Note 20. Commitments**Exploration and evaluation expenditure:**

To maintain an interest in the exploration tenements in which it is involved, the consolidated entity is required to meet certain conditions imposed by the various statutory authorities granting the exploration tenements or that are imposed by the joint venture agreements entered into by the consolidated entity. These conditions can include proposed expenditure commitments. The timing and amount of exploration expenditure obligations of the consolidated entity may vary significantly from the forecast based on the results of the work performed, which will determine the prospectivity of the relevant area of interest. Subject to renewal of all prospecting licences, the consolidated entity's proposed expenditure obligations along with obligations under contracts related to the construction of electrical substations and associated infrastructure which are not provided for in the financial statements are as follows:

Consolidated	
June 2025	June 2024
\$	\$
736,787	1,381,936
-	450,469
736,787	1,832,405

Minimum expenditure requirements

- not later than 12 months
- between 12 months and 5 years

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Notes to the financial statements (continued)

Note 21. Financial instruments**Overview**

The consolidated entity's principal financial instruments comprise receivables, payables, cash and term deposits, convertible notes, derivatives and long-term loans. The main risks arising from the consolidated entity's financial assets are interest rate risk, foreign currency risk, credit risk and liquidity risk.

This note presents information about the consolidated entity's exposure to each of the above risks, its objectives, policies, and processes for measuring and managing risk. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure or management of these risks.

The consolidated entity holds the following financial instruments:

	Consolidated	
	June 2025	June 2024
Financial Assets	\$	\$
Cash and cash equivalents	210,581	2,517,135
Trade and other receivables	227,189	497,667
	437,770	3,014,802
Financial Liabilities		
Trade and other payables (including lease liabilities)	4,354,126	1,472,151
Convertible notes	13,229,130	12,203,202
Derivatives	34,548	139,455
Short-term loan	2,470,000	480,000
	20,087,804	14,294,808

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Key risks are monitored and reviewed as circumstances change (e.g., acquisition of new entity or project) and policies are created or revised as required. The overall objective of the consolidated entity's financial risk management policy is to support the delivery of the consolidated entity's financial targets whilst protecting future financial security. In addition, the consolidated entity's policy is that no trading in financial instruments shall be undertaken for the purpose of making speculative gains. As the consolidated entity's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the consolidated entity's financial risks as summarised below. These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls, and risk limits.

Risk management is carried out by senior finance executives (finance) under policies approved by the Board of Directors. Finance identifies, evaluates, and hedges financial risks within the consolidated entity's operating units where appropriate.

Notes to the financial statements (continued)

Note 21 Financial instruments (continued)

(a) Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The consolidated entity is also exposed to earnings volatility on floating rate instruments.

A forward business cash requirement estimate is made, identifying cash requirements for the following period (generally up to one year) and interest rate term deposit information is obtained from a variety of banks over a variety of periods (usually one month up to six-month term deposits) accordingly. The funds to invest are then scheduled in an optimised fashion to maximise interest returns.

Interest rate sensitivity

A sensitivity of 1% interest rate has been selected as this is considered reasonable given the current market conditions. A 1% movement in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or loss		Equity	
	1% increase	1% decrease	1% increase	1% decrease
	\$	\$	\$	\$
Consolidated - 30 June 2025				
Cash and cash equivalents	2,106	(2,106)	2,106	(2,106)
Consolidated - 30 June 2024				
Cash and cash equivalents	25,171	(25,171)	25,171	(25,171)

Interest rate risk on other financial instruments is immaterial.

(b) Liquidity risk

Liquidity risk is the risk that the consolidated entity will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the consolidated entity will always have sufficient liquidity to meet its obligations when due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The consolidated entity manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. This is based on the undiscounted cash flows of the financial liabilities based on the earliest date on which they are required to be paid. At the end of the reporting period the consolidated entity held cash of \$210,581 (2024: \$2,517,135).

The following table details the remaining contractual maturity for non-derivative financial liabilities.

	Within	Between	Total Contractual	Carrying
	1 Year	1 - 5 years	Cash Flows	Amount
	\$	\$	\$	\$
Consolidated - 30 June 2025				
Trade and other payables (including lease liabilities)	4,354,126	-	4,354,126	4,354,126
Short term loan	2,470,000	-	2,470,000	2,470,000
Convertible instruments & derivatives	6,337,420	9,600,484	15,937,905	13,263,678
Consolidated - 30 June 2024				
Trade and other payables (including lease liabilities)	1,453,497	18,654	1,472,151	1,472,151
Long term loan	480,000	-	480,000	480,000
Convertible instruments & derivatives	1,662,037	15,280,643	16,942,680	12,342,657

Notes to the financial statements (continued)

Note 21 Financial instruments (continued)

(c) Foreign exchange risk

As a result of activities overseas, the consolidated entity's consolidated statement of financial position can be affected by movements in exchange rates. The consolidated entity also has transactional currency exposures. Such exposures arise from transactions denominated in currencies other than the functional currency of the relevant entity.

The consolidated entity's exposure to foreign currency risk primarily arises from the consolidated entity's operations overseas. Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

During the prior year the consolidated entity entered into a foreign exchange forward contract to mitigate its foreign exchange risk. Apart from this contract the consolidated entity's policy is to generally convert its local currency to Pula, Rand, or US dollars at the time of transaction. The consolidated entity, has on rare occasions, taken the opportunity to move Australian dollars into foreign currency (ahead of a planned requirement for those foreign funds) when exchange rate movements have moved significantly in favour of the Australian dollar, and management considers that the currency movement is extremely likely to move back in subsequent weeks or months. Therefore, the opportunity has been taken to lock in currency at a favourable rate to the consolidated entity. This practice is expected to be the exception, rather than the normal practice.

The consolidated entity's exposure to foreign currency risk at the reporting date, expressed in Australian dollars, was as follows:

	2025 USD A\$	2025 BWP A\$	2025 ZAR A\$	2025 GBP A\$	2024 USD A\$	2024 BWP A\$	2024 ZAR A\$	2024 GBP A\$
Financial Assets								
Cash and cash equivalents	55,961	12,957	17,836	23,665	34,331	1,923,839	43,996	9,056
Trade and other receivables	-	204,133	-	-	-	475,709	-	-
Financial Liabilities								
Trade and other payables	-	(833,365)	-	-	-	(378,394)	-	-
Convertible instruments	(8,599,872)				(8,417,722)			
Net Financial Instruments	(8,543,911)	(616,275)	17,836	23,665	(8,383,391)	2,021,154	43,996	9,056

Foreign currency rate sensitivity

Based on financial instruments held at 30 June 2025, had the Australian dollar strengthened/weakened by 10% the consolidated entity's profit or loss and equity would be impacted as follows:

	Profit or loss		Equity	
	10% Increase	10% Decrease	10% Increase	10% Decrease
2025	\$	\$	\$	\$
Dollar (US)	(5,596)	5,596	(5,596)	5,596
Pula (Botswana)	61,627	(61,627)	61,627	(61,627)
Rand (South Africa)	(1,784)	1,784	(1,784)	1,784
Pound (UK)	(2,367)	2,367	(2,367)	2,367
2024				
Dollar (US)	(3,433)	3,433	(3,433)	3,433
Pula (Botswana)	(202,115)	202,115	(202,115)	202,115
Rand (South Africa)	(4,400)	4,400	(4,400)	4,400
Pound (UK)	(906)	906	(906)	906

Notes to the financial statements (continued)

Note 21 Financial instruments (continued)

(d) Credit risk

Credit risk is the risk of financial loss to the consolidated entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents and trade and other receivables. The consolidated entity's exposure and the credit ratings of its counterparties are continuously monitored by the Board of Directors.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised in the table above.

Credit Risk Exposures

Trade and other receivables

Trade and other receivables comprise primarily of VAT and GST refunds due. Where possible the consolidated entity trades with recognised, creditworthy third parties. The receivable balances are monitored on an ongoing basis. The consolidated entity's exposure to expected credit losses is not significant.

Cash and cash equivalents

The consolidated entity has a significant concentration of credit risk with respect to cash deposits with Westpac Banking Corporation, First National Bank Botswana, and First National Bank South Africa. However, significant cash deposits are invested across banks to mitigate credit risk exposure to a particular bank. AAA rated banks are used where possible and non-AAA banks are utilised where commercially attractive returns are available.

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Notes to the financial statements (continued)

Note 22. Key Management Personnel

Key management personnel comprise directors and other persons having authority and responsibility for planning, directing and controlling the activities of the consolidated entity.

Key management personnel compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	June 2025	June 2024
	\$	\$
Short-term employee benefits - paid	589,085	1,069,048
Short-term employee benefits - accrued	507,352	-
Post-employment benefits	73,966	102,266
	1,170,403	1,171,314

Note 23. Auditors' Remuneration

During the year the following fees were paid or payable for services provided by the auditor of the consolidated entity:

	Consolidated	
	June 2025	June 2024
	\$	\$
Audit services		
Auditing or reviewing the financial statements - BDO Australia	101,000	90,000
Non-audit services		
Tax consulting and compliance services - BDO Australia	9,800	11,800
Total	110,800	101,800

Note 24. Contingent Liabilities

The Directors are not aware of any contingent liabilities (2024: nil).

Notes to the financial statements (continued)

Note 25. Related Party Transactions**Parent entity**

The legal parent entity is Tlou Energy Limited.

Subsidiaries

Interests in subsidiaries are set out in Note 28.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated	
	2025	2024
	\$	\$
<u>Payment for goods and services:</u>		
Office rent paid to The Gilby McKay Alice Street Partnership, a director-related entity of former director Anthony Gilby.	7,800	15,600
<u>Loans to/from related parties during the year</u>		
Convertible loan from ILC Investment Pty Ltd, a director related entity of Ian Campbell.	-	2,090,411
Convertible loan from ILC BC Pty Ltd, a director related entity of Ian Campbell	-	1,000,000
Loan from ILC BC Pty Ltd	1,990,000	480,000
Interest accrued on loans with ILC Investments Pty Ltd and ILC BC Pty Ltd	717,274	352,026
<u>Receivable from and payable to related parties</u>		
The following balances are outstanding at the reporting date in relation to transactions with related parties:		
<u>Current payables:</u>		
Interest accrued on loans with ILC Investments Pty Ltd and ILC BC Pty Ltd	1,069,300	352,026
Convertible loan from ILC Investment Pty Ltd	4,090,411	4,090,411
Convertible loan from ILC BC Pty Ltd	1,000,000	1,000,000
Loan from ILC BC Pty Ltd	2,470,000	480,000

Notes to the financial statements (continued)

Note 26. Segment Reporting**Reportable Segments**

Operating segments are identified based on internal reports that are regularly reviewed by the executive team to allocate resources to the segment and assess its performance.

The Company currently operates in one segment, being the exploration, evaluation and development of Coalbed Methane resources in Southern Africa.

Segment revenue

As at 30 June 2025 no revenue has been derived from its operations (2024: nil).

Segment assets

Segment non-current assets are allocated to countries based on where the assets are located as outlined below:

	June 2025	June 2024
	\$	\$
Botswana	80,654,628	73,834,868
Australia	10,419	22,717
	80,665,047	73,857,585

Note 27. Cash Flow Information

	Consolidated	
	June 2025	June 2024
	\$	\$
Reconciliation of cash flow from operations		
Loss for the period	(4,779,798)	(4,251,607)
Depreciation	107,288	108,263
Share-based payments	7,897	45,821
Salaries and fees paid in equity	-	114,000
Fair value gain/(loss) on financial instruments	(104,907)	17,450
Loss on disposal of fixed asset	-	587
Capitalised interest	846,039	459,657
Net exchange differences	180,681	(26,857)
Changes in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	287,007	(75,549)
Increase/(decrease) in trade payables and accruals	2,528,286	663,456
Increase/(decrease) in other payables	-	(15,832)
Decrease/(increase) in prepayments	-	3,956
Increase/(decrease) in provisions	(203,613)	103,059
	(1,131,119)	(2,853,595)

Notes to the financial statements (continued)

Note 28. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1.

Name of entity	Country of incorporation	Class of shares	Equity holding %	
			June 2025	June 2024
Tlou Energy Botswana (Proprietary) Ltd	Botswana	Ordinary	100	100
Technoleads International Inc	Barbados	Ordinary	100	100
Tlou Energy Exploration (Proprietary) Limited	Botswana	Ordinary	100	100
Sable Energy Holdings (Barbados) Inc	Barbados	Ordinary	100	100
Tlou Energy Resources (Proprietary) Limited	Botswana	Ordinary	100	100
Copia Resources Inc	Barbados	Ordinary	100	100
Tlou Energy Corp Services Botswana (Proprietary) Limited	Botswana	Ordinary	100	100
Madra Holdings (Barbados) Inc	Barbados	Ordinary	100	100
Tlou Energy Solutions (Proprietary) Limited	Botswana	Ordinary	100	100
Pula Holdings Inc	Barbados	Ordinary	100	100
Tlou Energy Generation Proprietary Limited	Botswana	Ordinary	100	100

Notes to the financial statements (continued)

Note 29. Matters subsequent to the end of the financial year

Tlou Energy welcomed Mr. Onalenna Martin Gabobake, nominated by BPOPF, to the Board as a Non-Executive Director. With over 30 years' public service and governance experience, Mr. Gabobake is recognised as a valuable asset for the company's future. As part of Board reorganisation, the company saw Hugh Swire and Martin Mclver retire from the board. Post the reporting date, ILC BC Pty Ltd, a related party of Ian Campbell provided \$1,857,913 in funding under the loan facility in place with the Company.

There has not been any matter or circumstance, other than that referred to in this report and disclosed in the financial statements or notes thereto, that has arisen since the end of the period, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of these operations, or the state of affairs of the consolidated entity in future financial years.

Note 30. Parent entity disclosures

		Parent	
		June 2025	June 2024
		\$	\$
Current assets		299,534	658,649
Non-current assets		30,224,170	30,236,468
Total assets		30,523,704	30,895,117
Current liabilities		3,595,743	1,444,611
Non-current liabilities		15,733,678	14,037,177
Total liabilities		19,329,421	15,481,788
Net assets		11,194,283	15,413,329
Contributed equity		131,011,486	130,015,699
Share based payment		1,311,173	1,303,276
Accumulated losses		(121,128,376)	(115,905,646)
Total equity		11,194,283	15,413,329
Loss for the period		(5,222,730)	(19,105,698)
Total comprehensive income		(5,222,730)	(19,105,698)

Commitments, Contingencies and Guarantees of the Parent Entity

The Parent Entity has no commitments for the acquisition of property, plant and equipment, no contingent assets, contingent liabilities or guarantees at reporting date.

Consolidated entity disclosure statement

Name of entity	Type	% of share Capital	Country of incorporation	Australian tax resident	Foreign jurisdiction of foreign residents
Tlou Energy Limited	Body Corporate	-	Australia	Yes	N/A
Tlou Energy Botswana (Proprietary) Ltd	Body Corporate	100	Botswana	No	Botswana
Technoleads International Inc	Body Corporate	100	Barbados	Yes	N/A
Tlou Energy Exploration (Proprietary) Limited	Body Corporate	100	Botswana	No	Botswana
Sable Energy Holdings (Barbados) Inc	Body Corporate	100	Barbados	Yes	N/A
Tlou Energy Resources (Proprietary) Limited	Body Corporate	100	Botswana	No	Botswana
Copia Resources Inc	Body Corporate	100	Barbados	Yes	N/A
Tlou Energy Corp Services Botswana (Proprietary) Limited	Body Corporate	100	Botswana	No	Botswana
Madra Holdings (Barbados) Inc	Body Corporate	100	Barbados	Yes	N/A
Tlou Energy Solutions (Proprietary) Limited	Body Corporate	100	Botswana	No	Botswana
Pula Holdings Inc	Body Corporate	100	Barbados	Yes	N/A
Tlou Energy Generation Proprietary Limited	Body Corporate	100	Botswana	No	Botswana

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the *Corporations Act 2001*, reflecting the amendments to section 295(3A)(vi) and (vii) which clarify the definition of foreign resident as being an entity that is treated as a resident of a foreign country under the tax laws of that foreign country. These amendments apply for financial years beginning on or after 1 July 2024. The CEDS includes certain information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 *Consolidated Financial Statements*.

Determination of Tax Residency

Section 295 (3A) of the *Corporations Acts 2001* defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency:

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Foreign tax residency:

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

Directors' declaration

In the Directors' opinion:

- the attached financial statements and notes thereto comply with the *Corporations Act 2001*, the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;
- the information disclosed in the Consolidated Entity Disclosure Statement is true and correct;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- the remuneration report as set out in the directors' report for the year ended 30 June 2025 comply with section 300A of the *Corporations Act 2001*; and

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of Directors made pursuant to section 295(5) of the *Corporations Act 2001*.

On behalf of the Directors


Colm Cloohan
Director

Brisbane
30 September 2025

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INDEPENDENT AUDITOR'S REPORT

To the members of Tlou Energy Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Tlou Energy Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying value and classification of exploration and evaluation assets

Key audit matter	How the matter was addressed in our audit
Refer to Notes 2 and 9 in the financial report. The Group carries exploration and evaluation assets as at 30 June 2025 in relation to the application of the Group's accounting policy for exploration and evaluation assets. The recoverability and classification of exploration and evaluation asset is a key audit matter due to: • The significance of the total balance; and • The level of procedures undertaken to evaluate management's application of the requirements of AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> ('AASB 6') in light of any indicators of impairment that may be present.	Our audit procedures included, amongst others: • Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure by obtaining supporting documentation such as license agreements and also considering whether the Group maintains the tenements in good standing • Making enquiries of management with respect to the status of ongoing exploration programs in the respective areas of interest and assessing the Group's cashflow budget for the level of budgeted spend on exploration projects and held discussions with directors of the Group as to their intentions and strategy • Reviewing the current status of the asset to assess whether the classification of the projects as exploration and evaluation assets continues to be valid • Enquiring of management, reviewing ASX announcements and reviewing directors' minutes to ensure that the Group had not decided to discontinue activities in any applicable areas of interest and to assess whether there are any other facts or circumstances that existed to indicate impairment testing was required.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 17 to 21 of the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Tlou Energy Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd



R J Liddell

Director

Brisbane, 30 September 2025

Corporate Governance Statement

The Directors (the “Board”) of Tlou Energy Limited (“Tlou Energy” or “the Company”) are committed to the implementation of the highest standards of corporate governance. In determining what these standards should be, the Board references guidance and supports, where appropriate, the 4th edition of the Corporate Governance Principles and Recommendations (“4th Edition Recommendations or ASX Recommendations”) established by the ASX Corporate Governance Council (the “Council”).

The Company complies with the corporate governance regime of Australia, being its country of incorporation. In addition, the Directors acknowledge the importance of the guidelines set out in the QCA Guidelines for Smaller Quoted Companies. They therefore intend to comply with the QCA Guidelines so far as is appropriate having regard to the size and nature of the Company and taking into account that it is an Australian company listed on the ASX which complies with existing ASX Recommendations.

This statement outlines the key aspects of Tlou Energy’s governance framework and practices. The charters, policies and procedures are reviewed regularly and updated to comply with the law and best practice. This statement contains specific information and discloses the extent to which the Company intends to or is able to follow the 4th Edition Recommendations. The charters and policies of the Company can be viewed on Tlou Energy’s website at www.tlouenergy.com (“website”).

The Council’s recommendations are not prescriptive and, if certain recommendations are not appropriate for the Company given its circumstances, it may elect not to adopt that particular practice in limited circumstances. The Company believes that during the reporting period ending 30 June 2025 its practices are taking into account the size and makeup of the Company is largely consistent with those of the 4th Edition Recommendations and where they do not follow a recommendation this statement identifies those that have not been followed and details reasons for non-adherence. Even where there is a deviation from the recommendations the Company continues to review and update its policies and practices in order that it keeps abreast of the growth of the Company, the broadening of its activities, current legislation and good practice.

This Corporate Governance statement reports on the main practices of Tlou Energy and is current as at the 23 September 2025 and has been approved by the Board of Directors.

Role of the Board (Lay solid foundations for management and oversight)

The Board is responsible for ensuring that the Company is managed effectively as well as demonstrating leadership and defining the Company’s strategic objectives. Given the size of the Company and the Board, the Board undertakes an active role in the management of the Company.

The Board’s role and the Company’s Corporate Governance practices are continually being reviewed and updated to reflect the Company’s circumstances and growth. The Board has adopted a Charter which sets out the responsibilities of the Board, its structure and governance, responsibility for approving the Company’s statement of values and ensuring that the code of conduct to underpin the desired culture within the entity, as well as the matters expressly reserved to the Board and those delegated to management. A copy of the Charter is available on the Company’s website.

The Board is responsible for determining the strategic direction and objectives of the Company and overseeing management’s implementation of this strategy and the achievements against these.

(ASX Recommendation 1.1)

The Board of Directors

The Board is currently comprised of five (5) Directors. Details of the Directors who held office during the year under review are namely:

Name of Director	Board Membership	Date of Appointment	Date of Resignation
Ian Campbell	Non-Executive Chairman	13 March 2025	
Allan Sullivan	Non-Executive Director	13 March 2025	
Martin Gabobake	Non-Executive Director	21 July 2025	
Colm Cloonan	Finance Director	11 February 2016	
Gabaake Gabaake	Executive Director	11 March 2015	
Martin Mclver	Non-Executive Chairman	16 September 2010	21 July 2025
Anthony Gilby	Managing Director	23 April 2009	23 May 2025
Hugh Swire	Non-Executive Director	22 June 2017	21 July 2025

The skills, experience and expertise relevant to the position of each Director are set out in the Directors' Report of this Annual Report. Prior to the appointment of a person, or putting forward to shareholders a candidate for election, as a director, the Company undertakes checks which it believes are appropriate to verify a director's character, experience, educations, criminal record and bankruptcy history. The Company will ensure that all material information in its possession relevant to a shareholder's decision to elect or re-elect a director is provided to shareholder in the Company's Notice of Annual General Meeting.

(ASX Recommendation 1.2)

Each executive director and senior executive of Tlou Energy has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities. There are also Letters of Appointment between the Company and all of the non-executive directors. Each of these letters of appointment are with the director personally to ensure that the director or senior executive is personally accountable to the listed entity for any breach of the agreement. These agreements contain provisions that amongst other matters include:

- An obligation on the director to disclose his/her interests and any matters which could affect the director's independence;
- a requirement to comply with key corporate policies, including the entity's code of conduct, its anti-bribery and corruption policy and its trading policy;
- the requirement to notify the Company of, or to seek its approval before accepting, any new role that could impact upon the time commitment expected of the director or give rise to a conflict of interest;
- details of the Company's policy on when directors may seek independent professional advice at the expense of the entity;
- indemnity and insurance arrangements;
- ongoing rights of access to corporate information; and
- ongoing confidentiality obligations

(ASX Recommendation 1.3)

Company Secretary

The Company Secretary is directly accountable to the Board through the Chairman who the Company Secretary has a direct line of reporting to. The Company Secretary is responsible for advising the Chairman and the Board to manage the day to day governance framework of the Company. The responsibilities of the Company Secretary are contained in the Board Charter a copy of which is available on the Company's website. The decision to appoint or remove the Company Secretary must be made or approved by the Board.

(ASX Recommendation 1.4)

Diversity Policy

The Company is committed to creating a fair and inclusive work environment that embraces diversity and recognises its contribution to the Company's commercial success. Where possible it endeavours to recruit staff from within Botswana. As the Company has a relatively small staff at present, the Board does not believe that any benefit would be obtained setting measurable objectives for achieving gender diversity and has not done so. Neither is the Company a 'relevant employer' under the Workplace Gender Equality Act 2012.

A copy of the Company's Diversity Policy can be found on the Company's website.

(ASX Recommendation 1.5)

Improvement in Board processes and effectiveness is a continuing objective, and the purpose of the annual Board evaluation is to identify ways to improve performance and effectiveness of the Board and its committees. The Board has appointed the Chairman, which it believes is the most suitably qualified to carry out the task, as the person responsible for conducting an annual internal review of the Board's performance.

This process involves the Chairman circulating to members of the Board a detailed questionnaire on performance indicators and collating the data from the same before discussing with each member of the Board and reviewing performance indicators such as time engaged on Company business, knowledge of Company business and other skills so as to assess the effectiveness of processes structure and contributions made by individual directors.

The Managing Director assesses, annually or as necessary, the performance of all key executives. Both qualitative and quantitative measures will be used consistent with performance targets set annually by the Managing Director in consultation with those executives. The Managing Director reports to the Remuneration and Nomination Committee on the key executive's performance and the Remuneration and Nomination Committee will then consider any changes to remuneration and the establishment of new performance targets.

During the reporting period, a review of the Boards performance was carried out by the Chairman.

(ASX Recommendation 1.6)

The Board assesses annually or as necessary the performance of the Chief Executive Officer/Managing Director benchmarking his performance against the role description in the employment contract and general industry standards expected of a Managing Director carrying on that role. The Board regularly evaluates management's performance against various criteria and requires senior executives to address the Board on execution of strategy and associated issues. The Chief Executive Officer/Managing Director reviews the performance of the senior executives annually. These evaluations take into account matters such as the achieving of the Company's objectives and reaching of performance criteria.

An executive management review has been carried out for the current reporting period.

(ASX Recommendation 1.7)

Structure of Board to be Effective and Add Value

The Board comprises three non-executive Directors, including the Chairman, and two executive Directors including the acting Managing Director. The names of the Directors of the Company in office at the date of this report or through the year under review and their qualifications are set out in the section of the Annual Report headed "Directors' Report".

The composition and size of the Board is determined so as to provide the Company with a broad base of industry, business, technical, administrative, financial and corporate skills and experience considered necessary to achieve the strategic objectives of the Company taking into consideration the size of the Company and the nature of its current operations.

The Board has established a Remuneration and Nomination Committee which reviews Board membership. This includes considering what other skills that might be necessary for the Company to reach its strategic objectives. The Committee is now constituted with two independent non-executive directors and is chaired by an independent director which satisfies ASX Recommendation 2.1 in those respects but does not meet the minimum 3 member criteria due to the board not having a third independent non-executive director. If and when a replacement director is appointed, the

Board envisages that the person appointed will be an independent non-executive director, who will be able to fill this vacancy.

The Board is however of the view that the Committee as it currently exists adequately and successfully fulfills this role, obviating any urgent need to fill the role.

A copy of the Remuneration and Nominations Committee Charter is located on the Company's website.

The current Committee's members, and the number of times that they have met throughout the reporting period and the member's attendance at those meetings is recorded in the section of the 2025 Annual Report headed "Directors Report". (ASX Recommendation 2.1)

Independence

The Board considers that, fundamentally, the independence of Directors is based on their capacity to put the best interests of the Company and its shareholders ahead of all other interests, so that Directors are capable of exercising objective independent judgment.

When evaluating candidates, the Board has regard to the potential for conflicts of interest, whether actual or perceived, and the extent or materiality of these in the ongoing assessment of director independence. In this regard the Board has regard to the definition of "*independence*" in the 4th Edition Recommendations. The Board is of the view that the existence of one or more of the relationships in the definition will necessarily result in the relevant Director not being able to be treated as independent, particularly given the criteria outlined above, and in those cases the Company will seek to implement additional safeguards to ensure independence. An overall review of these considerations is conducted by the Board to determine whether individual Directors are independent.

Additional policies and practices, such as Directors not being present during discussions or decision making on matters in which they have or could be seen to potentially have a material conflict of interest, as well as Directors being excluded from taking part in the appointment of third party service providers where the Director has an interest, provide further separation and safeguards to independence. The Board has adopted materiality thresholds in relation to independence, which are contained in the Board Charter and summarised below.

ASX Recommendation 2.4 requires that a majority of the Board to be independent Directors. Additionally, ASX Recommendation 2.5 requires the Chairman of the Company to be independent. The Council defines 'independence' as being a non-executive director who is not a member of management and who is free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgment. Based on this definition, three of the Directors could not be considered independent by virtue of them being either executives, substantial shareholders of the Company or Directors or Officers of Companies that are substantial shareholders of the Company.

Currently the only director that is considered both non-executive and independent is Allan Sullivan applying the Council's definition of 'independence' as being non-executive directors who are not members of management and who are free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgment. The remainder of the Board members cannot be defined as independent as they are either executives or related to a substantial shareholder of the Company.

Notwithstanding that the 4th Edition Recommendations in respect to the composition of the Board are not strictly able to be followed (that being the majority of the Board should be independent and non-executives) the Company believes that it has achieved a sufficient balance, when taking into account the other safeguards that are used, to ensure that an independent lens is brought to play when decisions are being made which might give rise to situations of conflict. The Company will continue to restore that balance of board members when the opportunity to do so arises, but it has proved impractical at this juncture to restore the equilibrium or have a majority of independent Directors.

While this is the desire of the Board, it takes the view that the interests of the Shareholders are at this time best served with the Board's present composition and remains committed to monitoring the situation as the operations and size of the Company evolves and appoint at the relevant time an appropriately qualified independent director/s as the opportunities and necessity arise.

(ASX Recommendation 2.4 and 2.5)

If a Board vacancy becomes available it will be the responsibility of the Remuneration and Nomination Committee to identify the skills, experience and diversity that will best complement the Board and will then embark on a process to identify a candidate who can best meet those criteria. A skills matrix has been developed and adopted by the Board to help assess the relevant criteria of candidates. The Directors believe the skill base of the current Directors is appropriate for the Company given its size and stage of development.

Detailed below are the professional skills and experience that that Company will and has used to assess the relevant criteria for candidates for appointment to the Board.

Board Skills Matrix

- Accounting & Audit.
- ASX Board Membership Experience.
- Business Management.
- Strategic Planning.
- Subsurface Knowledge.
- Drilling & Completions Construction & Project Mgmt.
- Human Resources.
- Operational Experience and HSE
- Corporate Governance & Ethics.
- Corporate Finance.
- Government & Gov Relations (Botswana).
- Legal Public Affairs & Communications.
- Management Systems & Risk Management
- Merger & Acquisitions & Corporate.
- External Shareholder Engagement Political Acumen.
- Industry Stakeholder Engagement.
- Social Licence to Operate.
- Foreign Country Operating Experience

(ASX Recommendation 2.2)

Given the size of the Company there is no formal induction process for new Directors, nor does it have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of the Company's operations.

Rather any new Director will be provided with a personalised induction which will be dependent upon the skills and experience that any new Director might possess. Any new Director induction will include comprehensive meetings with senior management and the provision of relevant materials such as all the Company's policies and procedures as well as instruction in relation to these.

All Directors are expected to maintain the skills required to effectively discharge their obligations and are encouraged to undertake continuing professional education such as industry seminars and approved education courses.

(ASX Recommendation 2.6)

Board Charter

The Board operates in accordance with the broad principles set out in its Charter which is regularly reviewed and updated by the Board. It has also adopted a written Code of Conduct which establishes guidelines for its conduct. The purpose of the Code is to ensure that Directors and Executives act honestly, responsibly, legally and ethically and in the best interests of the Company. A copy of the Board Charter can be viewed in the Company's website.

Conflicts of Interest

In accordance with the Corporations Act 2001 and the Company's Constitution, Directors must keep the Board advised on an ongoing basis, of any interest that may lead to a conflict with the interests of the Company. Where the Board believes that there is a significant or material conflict, the Director concerned shall be excluded from all discussions and access to Board papers and the like and shall not be present at any Directors meeting during the consideration or vote on such a matter.

Independence of Professional Advice

The Board has determined that individual Directors have the right to seek independent professional advice in connection with any of their duties and obligations as Directors of the Company. Before a Director may obtain that advice at the Company's expense, the Director must obtain the approval of the Chairman who will not unreasonably withhold that consent. If appropriate any advice received will be made available to the full Board. No member of the Board availed him or herself of this entitlement during the year under review.

Committees

Audit Committee, Risk Committee and Remuneration & Nomination Committee

The Board delegates specific responsibilities to various Board Sub-Committees. The Board has established the following standing committees:

- An Audit Committee, which is responsible for overseeing the external and internal auditing functions of the Company's activities;
- A Risk Committee, which comprises representatives of the Board and staff to advise and assist the Board in assessing risk factors associated with the operation of the Company; and
- A Remuneration & Nomination Committee, which is responsible for making recommendations to the Board on recruitment and remuneration packages for executives.

The Board for the year ending 30 June 2025 delegated the specific responsibility of overseeing the Company's audit obligations to the Audit Committee. The Audit Committee is currently made up of the following members:

- Allan Sullivan – Independent Director
- Martin Gabobake – Committee Member
- Colm Cloonan – Committee Member

Instil a Culture of Acting Lawfully, Ethically and Responsibly

The Board maintains high standards of ethical conduct and the CEO/MD is responsible for ensuring that high standards of conduct are maintained by all staff. The Company's reputation as an ethical business organisation is critical to its ongoing success. The Board has adopted a Code of Conduct covering the practices necessary to maintain confidence in the Company's integrity, the practices necessary to take into account the Company's legal obligations and reasonable expectations of its stakeholders, and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. It is not a prescriptive set of rules but rather a practical set of principles giving direction and reflecting the Company's approach to business conduct.

The Company in recognition of the importance of ethical and responsible decision making has adopted a Corporate Code of Conduct which sets out ethical standards and a Code of Conduct to which all Directors, and Senior Executives will adhere whilst conducting their duties. The CEO/MD is responsible for bringing to the attention of the Board any material breaches of the code.

(ASX Recommendation 3.1)

The Code of Conduct for Director and Senior Executives forms part of this Corporate Code of Conduct. It provides as follows: -

All Directors and Senior Executives will: -

1. Actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
2. Disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
3. Respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
4. Deal with the Company's suppliers, contractors, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
5. Report any breach of this code of conduct or other inappropriate or unethical conduct to the appropriate authority within the Group; and
6. This Code of Conduct is in addition to the Code of Conduct for all employees which has been adopted by the Board of the Company.

The Company is committed to increasing shareholder value and aims to ensure its shareholders are fully informed as to the true financial position and performance of the Group through timely and accurate disclosure of information and risk management practices and exemplary compliance with the continuous disclosure regime. A copy of the Code of Conduct is available at the Company's website.

(ASX Recommendation 3.1 and 3.2)

The Company has adopted in compliance of ASX Listing Rule 12.12 a Policy for Trading in Company Securities which is binding on all Directors, senior management, officers, employees and consultants of the Company. The purpose of this policy is to provide a brief summary of the law on insider trading and other relevant laws, set out the restrictions on dealing in the Company's securities by people who work for or are associated with Company and assist in maintaining market confidence in the integrity of dealings in Tlou Energy securities. The Policy is posted on the Company's website to ensure that there is public confidence and understanding of the Company's policies governing trading by "potential insiders".

All persons covered by the Policy may not deal in the securities of the Company without first seeking and obtaining a written acknowledgement from the Chairman (or in his absence the Company Secretary) or the Company Secretary (or in his absence the Managing Director) prior to any trade, at which time they must confirm that they are not in possession of any unpublished price-sensitive information. The Company Secretary maintains a register of notifications and acknowledgements given in relation to trading in the Company's securities. The policy was reviewed during the year to ensure that it aligns with the requirements of the ASX Listing Rules and the requirements of other regulatory regimes under which the Company operates.

The Company has adopted both a Whistleblower Policy and Anti-Bribery and Corruption Policy copies of which are available on the Company's website. These provide inter-alia that any material incidents that are reported under it are referred to the Board for its consideration and if necessary, action.

(ASX Recommendations 3.3 and 3.4)

Safeguard the Integrity of Corporate Reports

In accordance with ASX Recommendation 4.1 the Board has had established for all of the financial year under review an Audit Committee with a Charter that sets out the roles, responsibilities, composition, structure and membership requirements.

The primary objective of the Committee is to assist the Board to discharge its responsibilities with regard to:

- Monitoring the integrity of the financial statements of the Company, reviewing significant financial reporting judgements;
- Reviewing the Company's internal financial control system;
- Monitoring and reviewing the effectiveness of the Company's internal audit function (if any);

- Monitoring and reviewing the external audit function including matters concerning appointment and remuneration, independence and non-audit services; *and*
- Performing such other functions as assigned by law, the Company's constitution, or the Board.

Structure of the Audit Committee and Charter

ASX Recommendation 4.1 states that the audit committee should have at least 3 members consisting only of non-executive directors, a majority of which should be independent with the Chair of the Committee being one of the independent directors who is not the chair of the Company.

During the reporting period, the Committee appointed by the Board did not comply with this recommendation as it comprised then and now of two non-executive Directors and two executive Directors, with the chair of the Committee being an independent Director as prescribed by the ASX Recommendations. Not all of the members of the Audit Committee were non-executive, but those that were non-executives are considered independent.

Colm Cloonan is a member of the Committee who is an executive director. Allan Sullivan, who is an independent non-executive director, is the current Chair of the Committee. Martin Gabobake is the other Committee member who is a non-executive director but not independent due to his relationship with a substantial shareholder.

Each member of the Audit Committee has an appropriate knowledge of the Company's affairs and has the financial and business expertise to effectively discharge the duties of the Committee. The members of the Audit Committee by virtue of their professional background experience and personal qualities are well qualified to carry out the functions of the Audit Committee.

The members of the Committee have direct access to any employee, the auditors and financial and legal advisers without management present. The Committee meets as often as is required but no less than twice a year.

The Committee Chair is obliged to report any significant issues arising from the Committee Meetings at the next meeting of the Board and a copy of the minutes of the Audit Committee meetings are provided to the Board.

The Directors report contained in the Company's annual report to shareholders is to contain a dedicated section that describes the role of the Audit Committee and what action it has taken.

The role of the Audit Committee is to: -

- monitor the integrity of the financial statements of the Company, by reviewing significant financial reporting judgements;
- review the effectiveness of the Company's internal financial control system and, unless expressly addressed by a separate Risk Committee or by the Board itself, risk management systems;
- monitor and review the effectiveness of the Company's internal audit function;
- monitor and review the external audit function including matters concerning appointment and remuneration, independence and non-audit services;
- perform such other functions as assigned by law, the Company's constitution, or the Board;
- approve the corporate governance section of the Company's Annual Report relating to the Committee and its responsibilities; *and*
- review compliance with legal and regulatory requirements.

The Audit Committee keeps minutes of its meetings and includes them for review at the following Board Meeting. The Audit Committee members' attendance at meetings as compared to total meetings held is set out in the Directors' Report contained in the Annual Report.

As a matter of practice the Chief Executive Officer/MD and the Chief Financial Officer are required to make declarations in accordance with section 295A of the Corporations Act that the Company's financial reports present a true and fair

view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards, and to provide assurance that the declaration is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects.

(ASX Recommendation 4.2)

The external auditors attend the committee meetings at least twice a year and on other occasions where circumstances warrant as well as being available at the Company's AGM to answer shareholders questions about the conduct of the audit and the preparation and content of the audit report.

The only periodic finance-based reports that the Company releases each year are the Full Year and Half Year accounts along with the quarterly Appendix 5B's. The full year accounts are audited, and the Half Year account reviewed by the Auditors. Both are signed off by the Company's independent external Auditors. While the quarterly Appendix 5B's are prepared internally, they are done so utilising the same accounting principles and accounts on which the audited half year and full year accounts are prepared and released. Copies of the Quarterly reports are also reviewed by the Auditors as part of the half year and full year audits.

Additionally, the Quarterly reports are circulated to the Board as a whole before their release at which time the Board as a whole are invited to comment or raise any questions in respect to the same. These reports are released with the authority of the Board.

(ASX Recommendation 4.3)

Make Timely and Balanced Disclosure

The Company appreciates the considerable importance of communications with Shareholders and the market as a whole. The Company's communication strategy requires communication with shareholders and investors in an open regular and timely manner so that the shareholders and investors have sufficient information to make informed investment decisions on the operations and results of the Company.

The strategy provides for the use of systems that ensure regular and timely release of information about the Company to shareholders.

Methods of communication currently employed include:

- Shareholder Updates
- ASX Announcements
- Quarterly Reports
- Half Yearly Reports
- Annual Reports; and
- Shareholder presentations

Continuous Disclosure

The Company is a "disclosing entity" pursuant to section 111AR of the Corporations Act and, as such, complies with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act. In addition, the Company is subject to disclosure obligations in respect of the other markets to which it is admitted to trading. Subject to the applicable exceptions contained in these regulations, the Company is required to disclose to the ASX, and BSE any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted an updated Continuous Disclosure Policy in compliance with ASX Recommendation 5.1 and ASX Guidance Note 8: Continuous Disclosure. A copy of the policy can be found on the Company's website. Each director, employee and consultant engaged by the Company is provided with a copy of the policy while impressing upon them during their onboarding and induction the importance of the principles behind the policy and its application to them in that role.

The Company Secretary has primary responsibility for discharging the Company's continuous disclosure obligations to the ASX. All officers and employees must immediately notify the Company Secretary of any material information which

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may need to be disclosed under Listing Rule 3.1- 3.1B. Where uncertainty arises as to the meeting of continuous disclosure obligations, the Company Secretary may seek external legal and professional advice.

Under the Company's policy the Board receives a copy of all material market announcement immediately after they have been made if not beforehand.

(ASX Recommendation 5.2)

The Officers of the Company are committed to:

- Encouraging prompt disclosure of any material information which may need to be disclosed under Listing Rule 3.1-3.1B; and
- Promoting an understanding of the importance of the continuous disclosure regime throughout the Company.

The Company uses its website www.tlouenergy.com as its primary communication tool for distribution of the annual report, market announcements and media disclosures. External communication which may have a material effect on the price or value of the Company's securities will not be released unless it has been announced previously to the ASX, or BSE.

Effective participation by Shareholders is encouraged at general meetings and procedures have been designed to facilitate this including online proxy voting and the ability of stakeholders to subscribe to receive copies of announcements and reports that are released by the Company.

The Policy is also designed to ensure that equality of information among investors is maintained and applies regardless of whether the presentation contains material new information required to be disclosed under listing rule 3.1 through ensuring that copies of all substantive presentations are released to the Market on the ASX Platform.

(ASX Recommendations 5.1 and 5.3)

Respect the Rights of Security Holders

The Company keeps shareholders and other interested parties informed of performance and major developments via communications through its website. This includes details of the Governance framework adopted by the Company including copies of the Corporate Governance Policies and Charters, which is available at: <https://tlouenergy.com/corporate-governance/> (ASX Recommendation 6.1)

The Company has a Shareholder Communications and Engagement Policy that outlines the processes followed to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. This is one of the policies available on the Governance page of the Company's website.

(ASX Recommendation 6.2)

The policy regarding shareholder communication and engagement sets out the processes the Company has in place to facilitate and encourage the participation of shareholders and other investors at meetings and to engage with management. These include encouraging shareholders to attend the AGM and allowing them to lodge a proxy vote online if they are unable to attend the meeting.

(ASX Recommendation 6.3)

The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner. Therefore, its website contains a function to allow interested parties to subscribe to receive electronic notification of public releases and other relevant material concerning the Company and its activities. Where appropriate and considered by the Board to be substantive, material or contentious, Resolutions at the Company's general meeting will be conducted by Poll rather than a show of hands. The Board considers that it is not necessary, or the cost justified to conduct all resolutions in this manner.

(ASX Recommendations 6.4 and 6.5)

Recognise and Manage Risk

The Board is responsible for the oversight of the Company's risk management. The responsibility and control of risk management is overseen by the Managing Director, with matters delegated to the appropriate level of management within the Company with the Managing Director being responsible for assuring the systems are maintained and complied with.

The Company has established a Risk Committee that is focused on ensuring that the Company maintains an effective system of internal control and risk management. The Committee's structure, roles and responsibilities are detailed in the Risk Committee Charter.

Flowing from this, the Company has adopted a Risk Management Policy that governs the Company's approach to managing financial and non-financial risks.

The members of the Risk Committee are appointed by the Board, two of which are to be Board Members. Company personnel are required to attend Risk Committee meetings as and when requested.

Specific functions of the Risk Committee are to: -

- (a) review and oversee the Company's risk profiles as developed and reported by management;
- (b) identify material business risks and monitor emerging risks and changes in the Company's risk profile;
- (c) monitor and review the risk management performance of the Company, including conducting specific investigations where deemed necessary;
- (d) review any legal matters which could significantly impact the Company's risk management and internal control systems, and any significant compliance and reporting issues, including any recent internal regulatory compliance reviews and reports;
- (e) review the effectiveness of the compliance function at least annually, including the system for monitoring compliance with laws and regulations and the results of management's investigations and follow-ups (including disciplinary action) of any fraudulent acts or non-compliance;
- (f) be satisfied that all regulatory compliance matters have been considered in the preparation of the Company's official documents;
- (g) review the findings of any examinations by regulatory agencies and oversee all liaison activities with regulators;
- (h) review and discuss media releases, ASX announcements and any other information provided to analysts;
- (i) review corporate legal reports of evidence of a material violation of the Corporations Act, the ASX Listing Rules or breaches of fiduciary duties;
- (j) review the Company's insurance strategy, including the coverage and limits of the insurance policies, in order to, if thought fit, recommend to the Board for approval; and
- (k) promote an awareness of a risk based culture in the balance of pursuit of business objectives whilst managing risks.

(ASX Recommendation 7.1)

The Risk Committee meets whenever necessary, but no less than three times per year, and keeps minutes of its meetings which are included for review at the following Board Meeting.

The Company has a qualified Compliance and Risk Manager who has been engaged to oversee the design and implementation of the risk control programme. The Company's Risk Management Policy requires the Board, being guided by the Risk Committee to at least annually undertake a risk review to determine if the existing risk framework is satisfactory considering the material risks faced by the Company.

The Board with the assistance of the Risk Committee has completed a review of the Company's risk management framework during the year under review and determined that the risk management framework that was in place was satisfactory for the present needs of the Company and that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the board.

(ASX Recommendation 7.2)

The Company does not have a formal internal audit function. However, it has adopted a number of internal controls such as identifying key risks in a Risk Register and managing activities within a budget and operational plan. Management led by the Chief Financial Officer periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement these systems are developed. Delegations of Authority are reviewed annually by the Audit Committee.

The ongoing mitigation and management of financial and operational risks are standing agenda items of the Audit and Risk Committees. The Chief Executive Officer and the Chair of the Audit Committee are responsible for reporting to the Board on a regular basis in relation to whether the Company's material business risks are being managed effectively by the existing management and internal controls systems.

(ASX Recommendation 7.3)

The Company undertakes gas exploration activities and as such faces inherent risks to its business, including economic, environmental and social sustainability risks which may materially impact the Company's ability to create or preserve value for shareholders over the short, medium or long term. The Board is regularly briefed by management as well as keeping itself abreast of possible material exposure to risks that the Company may face. The Company considers that its activities are focused in Botswana on the generation of energy, which in turn will help drive economic growth in the low carbon economy through displacement of carbon intensive coal and diesel with power generation using gas, solar and hydrogen having an enormous potential role to play as the country develops.

Of core importance to the Company is safety, which it considers a priority not only in respect to its employees and contractors but also to the community and environment in which it operates. The Company believes that if these matters are priorities then they will act as drivers for value to shareholders. The Company has in place policies and procedures, including a risk management framework, to help manage these risks.

(ASX Recommendation 7.4)

Remunerate Fairly and Responsibly

The Board has established a Remuneration & Nomination Committee. There is no separate Remuneration Committee.

Given the size of the Board, the Directors have previously determined that the non-executive Directors would execute the functions of a Remuneration & Nomination Committee and have adopted a Remuneration and Nomination Charter. The Board has agreed that the function of the Remuneration & Nomination Committee will be constituted by a majority of independent non-executive directors.

The Board does not believe that any advantage would be achieved at this juncture taking into account the size of the Company and the Board to have a separately constituted Remuneration Committee to carry out this function.

The non-executive members of the Board acting in their capacity as a Committee is tasked with ensuring that the Company has remuneration policies and practices which enable it to attract and retain Directors and executives who will best contribute towards achieving positive outcomes for Shareholders.

The Company complies with the guidelines for executive remuneration packages and non-executive Director Remuneration as recommended in the ASX Recommendations.

The ASX Listing Rules and the Constitution require that the maximum aggregate amount of remuneration to be allocated among the non-executive Directors be approved by the shareholders in a general meeting. In proposing the maximum amount of consideration by shareholders, and in determining the allocation, the Remuneration Committee will take into account the time demands made on Directors and such factors as fees paid to non-executive Directors in comparable Australian companies. A meeting of shareholders held 10 July 2012 saw a resolution passed approving a pool of no more than \$500,000 for this purpose.

The names of the members of the Remuneration & Nomination Committee and their attendances at the meetings of the Committee (if held) are set out in the Directors Report which forms a part of the Company's Annual Report. The remuneration paid to Directors and senior executives is shown in the Remuneration Report contained in the Directors'

Report, which includes details on the Company's remuneration policies. There are no termination and retirement benefits for non-executive Directors other than statutory superannuation entitlements.

(ASX Recommendation 8.1)

The Company's policies and practices regarding the remuneration of non-executive Directors, executive Directors and senior executives is set out in the Remuneration & Nominations Committee Charter and in the Remuneration Report contained in the 2025 Annual Report.

A copy of the Remuneration & Nomination Committee Charter is available on the Company's website.

(ASX Recommendation 8.2)

The Company has an equity-based remuneration scheme. The Company's Policy for Trading in the Company's Securities does not specifically prohibit Directors entering into transactions or arrangements which would limit the economic risk of unvested entitlements.

However, all dealings in the Company's Securities do need to be first approved by the Company. The Securities Trading Policy is available on the Company's website.

(ASX Recommendation 8.3)

Approved by the Board

23 September 2025

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Additional Information

1. Shareholder Information

The shareholder information set out below was applicable at 26 September 2025 and relates to shares held on the ASX and BSE.

2. Ordinary Share Capital

1,298,584,319 fully paid ordinary shares.

3. Number of Equity Holders

Ordinary Share Capital held by 704 shareholders.

4. Voting Rights

In accordance with the Company's Constitution, for a show of hands, every shareholder present in person or by a proxy, attorney or representative of a shareholder has one vote and for a poll, every shareholder present in person or by a proxy, attorney or representative has in respect of fully paid shares, one vote for every share held. No class of option holder or performance rights holder has a right to vote, however the shares issued upon exercise of options or performance rights will rank pari passu with the then existing issued fully paid ordinary shares.

5. Distribution of Shareholdings

Holdings	No. of Holders	Units	% of Issued Ordinary Capital
1 - 1,000	46	9,160	0.0%
1,001 - 5,000	50	146,609	0.0%
5,001 - 10,000	69	554,962	0.0%
10,001 - 50,000	175	4,448,060	0.3%
50,001 - 100,000	84	6,549,030	0.5%
100,001 - maximum	280	1,286,876,498	99.1%
	704	1,298,584,319	100%

6. Substantial Shareholders

The following information is extracted from the Company's Register of Substantial Shareholders:

	Ordinary Fully Paid Shares Held	% of Issued Ordinary Capital
ILC Investments Pty Ltd	357,142,856	27.5%
BPOPF Group	208,521,092	16.06%
Investor Group – Anthony Gilby	75,000,000	5.78%

7. The 20 Largest Holders of Ordinary Shares

	Ordinary Fully Paid Shares Held	% of Issued Ordinary Capital
ILC INVESTMENTS PTY LTD	357,142,856	27.50%
STNB RE BOTSWANA PUBLIC OFFICERS PENSION FUND	172,253,169	13.26%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	128,157,462	9.87%
CITICORP NOMINEES PTY LIMITED	85,025,826	6.55%
BNP PARIBAS NOMS PTY LTD	63,598,708	4.90%
GILBY SUPER PTY LTD	41,200,430	3.17%
BPOPF MORULA ACT MEM DEP EQ	36,267,923	2.79%
BNP PARIBAS NOMINEES PTY LTD	28,001,856	2.16%
DR K A LOVRIC	26,623,377	2.05%
MR B COLLIE	23,495,054	1.81%
GILBY SUPER PTY LTD	15,299,570	1.18%
MITCHELL FAMILY INVESTMENTS (QLD) PTY LTD	14,050,014	1.08%
BNP PARIBAS NOMINEES PTY LTD	11,207,312	0.86%
GILBY RESOURCES PTY LTD	8,724,895	0.67%
FERLIM NOMINEES LIMITED	8,213,312	0.63%
KAANEL PTY LTD	7,500,000	0.58%
MR J J WILSON	7,142,857	0.55%
MR C BLAMEY & MRS A BLAMEY	6,600,807	0.51%
MR G SMART & MRS J SMART	6,500,000	0.50%
LIATH PTY LTD	6,000,000	0.46%
Total	1,053,005,428	81.09%
Balance of register	245,578,891	18.91%
Grand total	1,298,584,319	100%

8. Restricted Securities

There are no restricted securities at the date of this report.

9. Interests in Prospecting Licences (PL) and Mining Licence (ML)

As at the date of this Report, Tlou Energy Limited had an interest in or is awaiting renewal of the following licences:

Licence	Region	interest % *	Operator
PL 1/2004	Lesedi Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 3/2004	Lesedi Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 35/2000	Lesedi Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 37/2000	Lesedi Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 237/2014	Mamba Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 238/2014	Mamba Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 239/2014	Mamba Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 240/2014	Mamba Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 241/2014	Mamba Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
PL 011/2019	Boomslang Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd
ML 2017/18L	Lesedi Project (Botswana)	100%	Tlou Energy Botswana Pty Ltd

* The interest shown in each of the licences represents the percentage that Tlou Energy Limited holds in the corporate holder of the licence.