



PILOT ENERGY LIMITED
ABN 86 115 229 984

**NOTICE OF GENERAL MEETING,
EXPLANATORY MEMORANDUM
AND
PROXY FORM**

Date of Meeting: Friday 16 June 2023

Time of Meeting: 11:00 am (AEST)

Place of Meeting: The offices of A.D Danieli
at Level 1, 261 George St, Sydney, NSW,
2000

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter in this Notice of General Meeting please do not hesitate to contact the Company Secretary via email: cfriedlander@pilotenergy.com.au.

Pilot Energy Limited
ABN 86 115 229 984

Venue

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEST) on Friday 16 June 2023 at the offices of A.D. Danieli, Level 1, 261 George St, Sydney, NSW, 2000

Your vote is important

The business of the General Meeting affects your shareholding, and your vote is important.

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia;
- (b) by fax to +61 2 92909655; or
- (c) by hand to Boardroom Pty Limited, Level 8, 210 George Street, Sydney, NSW,

so that it is received no later than 48 hours before the Meeting, at 11:00am (AEST) on Wednesday 14 June 2023. Proxy Forms received later than this time will be invalid.

To provide an equal opportunity for all Shareholders to ask questions of the Board, we ask Shareholders to submit in writing any questions to the Company Secretary via post (C/- Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000) or email to cfriedlander@pilotenergy.com.au

Written questions to Management may be received up to 24 hours before the meeting. Your questions should relate to matters that are relevant to the business of the General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. During the General Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the General Meeting. Please note that individual responses may not be sent to Shareholders.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting (**GM**) of Shareholders of Pilot Energy Limited (**Company**) will be held at 11:00am (AEST) on Friday 16 June 2023 at the offices of A.D. Danieli, Level 1, 261 George St, Sydney, NSW, 2000.

If the situation regarding the COVID-19 crisis materially changes between the date of this Notice of Meeting and the proposed time of the meeting, the Company may put measures in place to accommodate for the change in circumstances. Such measures may include implementing online attendance facilities for shareholders to attend a hybrid physical / virtual meeting which complies with social distancing regulation. Directors will further update Shareholders with the proposed next steps if necessary.

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

Terms and abbreviations used in this Notice of Meeting and/or the Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the Definitions contained in the back of the Explanatory Memorandum.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on Wednesday 14 June 2023.

Ordinary Business

Resolutions 1A & 1B – Ratification of prior issue of Placement Shares

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

Resolution 1A – under Listing Rule 7.1

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 110,561,937 Shares (**Placement Shares**) under Listing Rule 7.1 at \$0.01 per Share, on the terms and conditions set out in the Explanatory Memorandum.”*

Resolution 1B – under Listing Rule 7.1A

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 55,938,063 Shares (**Placement Shares**) under Listing Rule 7.1A at \$0.01 per Share, on the terms and conditions set out in the Explanatory Memorandum.”*

See the Explanatory Memorandum accompanying this Notice for further information about these Resolutions.

Voting Exclusion Statement (Resolutions 1A & 1B)

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of these Resolutions by:

- a person who participated in the issue being approved by the applicable Resolution; and
- any associate of those recipients.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the chair to vote on each Resolution as the chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Approval of future issue of attaching Placement Options

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

“That, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the future issue of up to 83,250,000 free, attaching unlisted Placement Options with an exercise price of \$0.02, issued on a 2:1 basis, on the terms and conditions set out in the Explanatory Memorandum.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution 2 by:

- a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Approval of future issue of Broker Options to Whairo Capital Pty Ltd

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

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue 25,000,000 unlisted Options with an exercise price of \$0.02 to Whairo Capital Pty Ltd (or its nominee), on the terms and conditions more fully described in the Explanatory Memorandum.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution 3.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by:

- Whairo Capital Pty Ltd (or its nominee), and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

However, this does not apply to a vote cast in favour of this Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Tony Strasser – Managing Director

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the future issue of 1,500,000 Placement Shares together with 750,000 free, attaching Placement Options, to Mr Tony Strasser (and or his nominee) at \$0.01 per Share, on the terms and conditions set out in the Explanatory Statement.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution 4 by:

- Mr Tony Strasser (or his nominee) or any associate of Mr Strasser (or his nominee) and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Daniel Chen – Non Executive Director

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the future issue of 1,000,000 Placement Shares together with 500,000 free, attaching Placement Options, to Mr Daniel Chen (and or his nominee) at \$0.01 per Share, on the terms and conditions set out in the Explanatory Statement.

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution 5 by:

- Mr Daniel Chen (or his nominee) or any associate of Mr Chen (or his nominee) and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Bruce Gordon – Non Executive Director

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the future issue of 500,000 Placement Shares together with 250,000 free, attaching Placement Options, to Mr Bruce Gordon (and or his nominee) at \$0.01 per Share, on the terms and conditions set out in the Explanatory Statement.

See the Explanatory Memorandum accompanying this Notice for further information about this

Resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution 6 by:

- Mr Bruce Gordon (or his nominee) or any associate of Mr Gordon (or his nominee) and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Ratification of prior issue of Shares to Consultants in lieu of part or full payment of fees

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

“That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 8,980,181 Shares under Listing Rule 7.1 on 15 February 2023 to the consultants of the Company detailed, and for the issue price and on the terms and conditions set out, in the Explanatory Memorandum.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution 7 by:

- a person who participated in the issue being approved by the Resolution; and
- any associate of those recipients.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of future issue of Shares to 8 Rivers Capital, LLC

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

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue Shares to 8 Rivers Capital, LLC (or its nominee) to the value of \$250,000, on the terms and conditions set out in the Explanatory Memorandum.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution 8.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by:

- 8 Rivers Capital, LLC (or its nominee), and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

However, this does not apply to a vote cast in favour of this Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval of future issue of Shares under Convertible Note

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a convertible note to Discovery Investments Pty Ltd with a face value of \$3,000,000, convertible into Shares at a conversion price of \$0.020 per Share, on the terms and conditions specified in the Explanatory Memorandum.”

See the Explanatory Memorandum accompanying this Notice for further information about this Resolution 9.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 9 by:

- Discovery Investments Pty Ltd (or its nominee), and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those recipients or person who will receive a material benefit as a result of the proposed issue of the securities.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Cate Friedlander
Company Secretary
Dated: 12 May 2023

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the GM. The Company’s Directors have determined that all Shares of the Company that are quoted on June 2023 shall, for the purposes of determining voting entitlements at the GM, be taken to be held by the persons registered as holding the Shares at that time.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

CORPORATE REPRESENTATIVE

A Shareholder that is a corporation may appoint an individual to act as its corporate representative to vote at the Meeting in accordance with section 250D of the Corporations Act. Any corporation wishing to appoint an individual to act as its representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. A ‘Certificate of Appointment of Corporate Representative’ is enclosed if required.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Cate Friedlander on 1300 737 760 if they have any queries in respect of the matters set out in this document.

PILOT ENERGY LIMITED

ABN 86 115 229 984

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The Meeting will be held at the offices of A.D. Danieli, Level 1, 261 George St, Sydney, NSW, 2000

In the current dynamic pandemic climate, circumstances may arise which prevent all shareholders that intend to attend the meeting from doing so. If such circumstances arise, the Directors will implement measures to accommodate online attendance such that the meeting is held either as a hybrid physical and virtual meeting or solely as a virtual meeting.

1. PROPOSED TRANSACTIONS

1.1 Background

The Company has undertaken a capital raising program to progress Pilot's projects, including the Carbon Capture & Storage (**CCS**) FEED and pre-FEED work for the broader Mid West Clean Energy Project (**MWCEP**), including general working capital for corporate overheads. The program includes multiple initiatives, which are described and explained in this memorandum.

Capital Raising Initiatives

(a) Placement

- The capital raising program comprises a private placement.
- A placement to sophisticated, professional and institutional investors of 170,000,000 new Shares at an issue price of \$0.01 per Share, to raise \$1.7 million (before costs) (**Placement Shares**); and
- the issue of 85,000,000 attached unlisted Options, being one Option for every two new Shares issued to investors in the Placement, exercisable at \$0.02 on or before 30 April 2026, on the terms and conditions set out in Schedule 1 (**Placement Options**), (referred to together as the **Placement**).

The allotment and issue of 166,500,000 Placement Shares has been completed without Shareholder approval under Listing Rules 7.1 and 7.1A. The remaining 3,500,000 Placement Shares to be issued under the Placement comprise 3,000,000 Shares which have been placed with Directors (Messrs. Strasser, Chen and Gordon) and are subject to Shareholder approval, and 500,000 Shares which have been placed with Key Management Personnel (Ms Catherine Friedlander). The allotment and issue of the 85,000,000 Placement Options is subject to Shareholder approval.

The Company appointed Whairo Capital Pty Ltd to act as Lead Manager in respect of the Placement, under the terms and conditions set out in an engagement dated on 4 April 2023. Under the terms of its engagement, the Lead Manager will be paid a management fee of 2% and a placement fee of 4% out of the total funds raised under the Placement and will be issued 25,000,000 options on the same terms as the Placement Options.

(b) Convertible Note

As disclosed in the Appendix 3B lodged on 4 May 2023, Discovery Investments Pty Ltd has agreed to invest \$3,000,000 in the Company via a convertible note with a 2 year duration, which is convertible into fully paid, ordinary Shares at any time during the term at a conversion price per Share of \$0.020.

1.2 Indicative timetable

Event	Date*
Announcement of Placement	17 April 2023
Completion of Placement Shares	21 April 2023
Issue of Placement Shares	24 April 2023
Notice of Meeting sent to Shareholders	12 May 2023
GM to approve the Resolutions	16 June 2023
Completion of Placement Shares to Directors	19 June 2023
Issue of Placement Shares to Directors & issue of Placement and Broker Options	19 June 2023
Issue of Convertible Note	23 June 2023
Issue of second tranche Support Agreement Shares to 8RC	19 June 2023

Note: The dates shown in the table above are indicative only and may vary subject to the Corporations Act, the Listing Rules and other applicable laws. The Company reserves the right to vary these dates without notice.

1.3 Pro forma capital structure

The table below shows the capital structure of the Company at the date of this Notice and upon completion of the Placement, the issue of the Convertible Note and placement of Shares to 8 Rivers, assuming all other Resolutions are passed.

Capital Structure	Existing	Issued following GM	Completion
Existing Shares	806,927,631		
Placement Shares	166,500,000	3,500,000*	
8RC Shares		35,714,285**	
Pro forma Shares on issue			1,012,642,999
Existing Options on issue	190,197,550		
Attached Placement Options		85,000,000*	
Broker Options (Whairo)		25,000,000	
Pro forma Options on issue			300,197,550
Pro forma Convertible Note on issue			150,000,000

***Note:** The above Placement Shares and Placement Options comprise the subject securities referred to in Resolutions 2, 4, 5 and 6 and 500,000 Placement Shares and 250,000 free attaching Placement Options proposed to be issued to the Company's General Counsel and Company Secretary, Cate Friedlander. The proposed issue to Ms Friedlander does not require shareholder approval under Listing Rule 10.11.

****Note:** The number of Shares noted above to be issued to 8RC following the GM represents the maximum number of Shares that could be issued to 8RC based on the table set out on page 23 of the Explanatory Memorandum in relation to Resolution 8.

2. PROPOSED RESOLUTIONS

RESOLUTIONS 1A & 1B: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

General

As part of the Capital Raising and as outlined in Section 1.2(a), on 24 April 2023, the Company completed the Placement by issuing a total of 166,500,000 Shares (**Placement Shares**) to raise a total of \$1,665,000.00 (before costs).

In addition, the Placement included free attaching new Options in the Company issued on a 1:2 basis exercisable at \$0.02 on or before the Option Expiry Date on the terms and conditions set out in Schedule 1, subject to Shareholder approval.

The Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 and Listing Rule 7.1A (the latter having been approved by Shareholders at the Annual General Meeting held on 10 February 2023).

Resolutions 1A & 1B seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Placement Shares.

Purpose and Use of Funds

The purpose and use of funds for the Placement as set out in Section 1.1 of this Explanatory Memorandum.

Listing Rules 7.1 and 7.1A

These Resolutions propose that Shareholders of the Company approve and ratify the prior issue and allotment of 166,500,000 Placement Shares, which were issued on 24 April 2023 (**Placement Issue Date**).

110,561,937 Placement Shares were issued under Listing Rule 7.1 and 55,938,063 Placement Shares were issued under Listing Rule 7.1A.

Broadly speaking, ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. In addition, at the last Annual General Meeting held on 10 February 2023, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10%, to 25%.

The issue of the Placement Shares did not fit within any of the exceptions (to Listing Rule 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the Issue Date.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting subsequently approves the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By approving this issue, the Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and the Company's 10% limit in ASX Listing Rule 7.1A, allowing the Company to issue a higher number of securities without prior Shareholder approval over the 12-month period following the issue of the Placement Shares.

Accordingly, as it wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1, the Company now seeks the subsequent approval and ratification of the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If these Resolutions are passed, the issue of Placement Shares will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 and 7.1A without Shareholder approval over the 12-month period following the Placement Issue Date.

If these Resolutions are not passed, the issue of Placement Shares will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 and 7.1A without Shareholder approval over the 12-month period following the Placement Issue Date and will significantly reduce the Company's remaining placement capacity under Listing Rules 7.1 and 7.1A.

Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to sophisticated and institutional investors, including material investor Pine Street Pty Ltd.
- (b) The Company issued 166,500,000 Placement Shares.
- (c) The Placement Shares issued were all fully paid and ranked equally in all respects with all existing ordinary shares in the capital of the Company.
- (d) The Placement Shares were issued on 24 April 2023.
- (e) Each of the Placement Shares were issued at an issue price of \$0.01 per Placement Share, which raised a total of \$1,665,000 (before costs).
- (f) The purpose of this issue and the intended use of the funds raised is as set out above and in Section 1.1.
- (g) The Placement Shares were not issued pursuant to any agreement.
- (h) A voting exclusion statement for Resolutions 1A & 1B is included in the Notice of Meeting preceding this Explanatory Memorandum.

Directors' Recommendation

The Board of Directors recommend that the Shareholders vote in favour of these Resolutions 1A & 1B.

RESOLUTION 2 – APPROVAL OF FUTURE ISSUE OF FREE ATTACHING PLACEMENT OPTIONS

General

Resolution 2 seeks Shareholder approval for the issue of 83,250,000 new Options, being options exercisable at \$0.02 per option on or before the Option Expiry Date free attaching to the Placement Shares to unrelated parties on a 1:2 basis, as set out in the general information for Resolution 1 above (**Placement Options**).

The Company seeks to issue the Placement Options with prior Shareholder approval, as such an issue would otherwise exceed the Company's Listing Rule 7.1 capacity.

An explanation of Listing Rule 7.1 is set out in relation to Resolution 1 above. The proposed issue of the attached Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and such an issue would otherwise exceed the Company's Listing Rule 7.1 capacity. The issue of the Placement Options therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed to issue the 83,250,000 Placement Options. In addition, the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rules 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Options. The Company may in the future be able to proceed with the issue of the Placement Options as

capacity becomes available with the passage of time under Listing Rule 7.1, if required, without the need to obtain shareholder approval.

Information required by Listing Rule 7.3

The following additional information is provided pursuant to the requirements of Listing Rule 7.3:

- (a) The Placement Options will be issued to the participants in the Capital Raising (see Resolution 1), including material investor Pine Street Pty Ltd.
- (b) The maximum number of Placement Options to be issued to unrelated parties is 83,250,000.
- (c) The terms and conditions of the Placement Options are set out in Schedule 1.
- (d) The Placement Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by ASX) and it is intended that the issue of the attached Placement Options will occur on the same date.
- (e) The Placement Options will be issued for nil consideration as they are free attaching to the Shares issued under the Placement on a 1 for 2 basis.
- (f) The purpose of the issue of the Placement Options is to encourage participation in the Placement and provide a potential increase in funds to the Company (should the Placement Options be exercised).
- (g) The Placement Options are not being issued pursuant to any agreement.
- (h) The Placement Options are not being issued under or to fund a reverse takeover.
- (i) A voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Memorandum.

Directors' Recommendation

The Board of Directors recommend that the Shareholders vote in favour of this Resolution 2.

RESOLUTION 3 – APPROVAL OF BROKER OPTIONS (WHAIRO)

General

The Company appointed Whairo Capital Pty Ltd (**Whairo**) to act as Lead Manager of the Placement, under the terms and conditions set out in an engagement dated 4 April 2023 (**Lead Manager Mandate**).

In consideration for the provision of services by Whairo, the Company has agreed to allot and issue to Whairo (and/or its nominee) 25,000,000 Broker Options in respect of Shares in the issued capital of the Company to provide long term support to the Company, with an exercise price of \$0.02 each, expiring on 30 April 2026, and otherwise on the same terms and conditions as the Placement Options which are set out in Schedule 1 (**Broker Options**).

The Directors determined that the exercise price of the Broker Options would be consistent with the Placement Options. The Company seeks to issue the Broker Options with prior Shareholder approval, as such an issue would otherwise exceed the Company's ASX Listing Rule 7.1 capacity. It is noted that the Company is unable to utilise its ASX Listing Rule 7.1A capacity to issue the Broker Options as equity securities can only be issued under ASX Listing Rule 7.1A for cash consideration.

ASX Listing Rule 7.1

An explanation of Listing Rule 7.1 is set out in the Explanatory Memorandum on Resolution 1 above. The proposed issue of the Broker Options does not fall within any of the exceptions to ASX Listing Rule 7.1 and such an issue would otherwise exceed the Company's ASX Listing Rule 7.1 and 7.1A capacity. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed to issue the Broker Options. In addition, the

Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the Broker Options. The Company may in the future be able to proceed with the issue of the Broker Options to Whairo as capacity becomes available with the passage of time under ASX Listing Rule 7.1, without the need to obtain shareholder approval.

Information required by Listing Rule 7.3

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

- (a) The Broker Options will be issued and allotted to Whairo (and/or its nominee).
- (b) The maximum number of Broker Options to be issued to Whairo is 25,000,000.
- (c) The terms and conditions of the Broker Options are the same as the terms and conditions of the Placement Options which are set out in Schedule 1.
- (d) The Broker Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by ASX) and it is intended that the issue of the Broker Options will occur on the same date.
- (e) The Broker Options will be issued at nil issue price. The Company will not receive any other consideration for the issue of the Broker Options (other than in respect of any funds received on exercise of the Broker Options).
- (f) The purpose of this issue of the Broker Options is to satisfy the Company's obligations under the Lead Manager Mandate.
- (g) The Broker Options are being issued to Whairo (and/or its nominee) under the Lead Manager Mandate. The Company is also to pay Whairo a management fee of 2% and a placement fee of 4% of the total amount raised under the Placement. The terms of the engagement with Whairo are considered by Pilot to be on market standard terms.
- (h) The Broker Options are not being issued under or to fund a reverse takeover.
- (i) A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Memorandum.

Director's Recommendation

The Board of Directors recommend that the Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF FUTURE ISSUE OF PLACEMENT SHARES AND ATTACHED PLACEMENT OPTIONS TO MR. TONY STRASSER (MANAGING DIRECTOR)

General

Mr. Tony Strasser has subscribed for, and subject to obtaining Shareholder approval, the Company has agreed to issue 1,500,000 Placement Shares to Mr. Tony Strasser (and/or his nominee) on the terms and conditions set out below.

Mr. Tony Strasser is a non-Executive Director of the Company who joined the Board on 31 May 2021, following the completion of the Royal Energy Limited transaction.

Resolution 4 seeks the necessary Shareholder approval in accordance with Listing Rule 10.11 for the issue of these Placement Shares to Mr. Tony Strasser.

Mr. Strasser has subscribed for, and subject to Shareholder approval, Mr. Strasser (and/or his nominee) will be issued 1,500,000 Placement Shares at an issue price of \$0.01 each, together with 750,000 attached Placement Options.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed

company must not issue or agree to issue equity securities to:

- (a) 10.11.1 - a related party;
- (b) 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of Placement Shares together with the attached Placement Options to Mr. Strasser (and/or his nominee) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.1.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution 4:

- (a) The Placement Shares subscribed for by Mr. Tony Strasser together with the attached Placement Options will be issued to Mr. Strasser (and/or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Mr. Strasser is a related party of the Company by virtue of being a Director.
- (b) The number of Placement Shares to be issued to Mr Strasser is a total of 1,500,000, at an issue price of \$0.01 per Share. The number of attached Placement Options to be issued is 750,000.
- (c) The Placement Shares will be issued to Mr. Strasser as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The terms and conditions of the Placement Options are set out in Schedule 1.
- (e) The Placement Shares and Placement Options will be issued to Mr. Strasser (and/or his nominee) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Company intends to use the proceeds from the issue of the Placement Shares as set out in section 1.1 of this Explanatory Memorandum.
- (g) A voting exclusion statement is included in the Notice of Meeting for this Resolution 4 preceding this Explanatory Memorandum.

If Resolution 4 is passed, the Company will be able to proceed to issue to Mr. Strasser (and/or his nominee) the 1,500,000 Placement Shares for which he has subscribed and the 750,000 Placement Options. In addition the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution 4 is not passed, the Company will not be able to proceed to issue to Mr. Strasser (and/or his nominee) the 1,500,000 Placement Shares for which Mr. Strasser has subscribed or the 750,000 Placement Options.

Directors' Recommendation

The Board of Directors (excluding Mr. Strasser) recommend that the Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF FUTURE ISSUE OF PLACEMENT SHARES AND ATTACHED PLACEMENT OPTIONS TO MR. DANIEL CHEN (NON-EXECUTIVE DIRECTOR)

General

Mr. Daniel Chen has subscribed for and, subject to obtaining Shareholder approval, the Company has agreed to issue 1,000,000 Placement Shares to Mr. Chen (and/or his nominee) on the terms and

conditions set out below.

Mr. Daniel Chen is a non-Executive Director of the Company who joined the Board on 15 September 2020.

Resolution 5 seeks the necessary Shareholder approval in accordance with Listing Rule 10.11 for the issue of these Placement Shares to Mr. Chen.

Mr. Chen has subscribed for, and subject to Shareholder approval, Mr. Chen (and/or his nominee) will be issued 1,000,000 Placement Shares at an issue price of \$0.01 each, together with 500,000 free attached Placement Options.

Listing Rule 10.11

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

- (a) 10.11.1 - a related party;
- (b) 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of Placement Shares together with the attached Placement Options to Mr. Chen (and/or his nominee) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.1.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to this Resolution 5:

- (a) The Placement Shares subscribed for by Mr. Daniel Chen together with the attached Placement Options will be issued to Mr. Chen (and/or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Mr. Chen is a related party of the Company by virtue of being a Director.
- (b) The number of Placement Shares to be issued to Mr Chen is a total of 1,000,000, at an issue price of \$0.01 per Share. The number of attached Placement Options to be issued is 500,000.
- (c) The Placement Shares will be issued to Mr. Chen as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The terms and conditions of the Placement Options are set out in Schedule 1.
- (e) The Placement Shares and Placement Options will be issued to Mr. Chen (and/or his nominee) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Company intends to use the proceeds from the issue of the Placement Shares as set out in section 1.1 of this Explanatory Memorandum.
- (g) A voting exclusion statement is included in the Notice of Meeting for this resolution.

If this Resolution 5 is passed, the Company will be able to proceed to issue to Mr. Chen (and/or his nominee) the 1,000,000 Placement Shares for which he has subscribed and the 500,000 Placement Options. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed to issue to Mr. Chen (and/or his nominee) the 1,000,000 Placement Shares for which Mr. Chen has subscribed or the 500,000 Placement Options.

Directors' Recommendation

The Board of Directors (excluding Mr. Chen) recommend that the Shareholders vote in favour of Resolution 5.

RESOLUTION 6: APPROVAL OF FUTURE ISSUE OF PLACEMENT SHARES AND ATTACHED PLACEMENT OPTIONS TO MR. BRUCE GORDON (NON-EXECUTIVE DIRECTOR)

General

Mr. Bruce Gordon has subscribed for, and subject to obtaining Shareholder approval, the Company has agreed to issue 500,000 Placement Shares to Mr. Gordon (and/or his nominee) on the terms and conditions set out below.

Mr. Bruce Gordon is a non-Executive Director of the Company who joined the Board on 31 May 2021, following the completion of the Royal Energy Limited transaction.

Resolution 6 seeks the necessary Shareholder approval in accordance with Listing Rule 10.11 for the issue of these Placement Shares to Mr. Gordon.

Mr. Gordon has subscribed for, and subject to Shareholder approval, Mr. Gordon (and/or his nominee) will be issued 500,000 Placement Shares at an issue price of \$0.01 each, together with 250,000 free attached Placement Options.

Listing Rule 10.11

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

- (a) 10.11.1 - a related party;
- (b) 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of Placement Shares together with the Placement Options to Mr. Gordon (and/or his nominee) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.1.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution 6:

- (a) The Placement Shares subscribed for by Mr. Bruce Gordon together with the attached Placement Options will be issued to Mr. Gordon (and/or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Mr. Gordon is a related party of the Company by virtue of being a Director.
- (b) The number of Placement Shares to be issued to Mr. Gordon is a total of 500,000, at an issue price of \$0.01 per Share. The number of Placement Options to be issued is 250,000.
- (c) The Placement Shares will be issued to Mr. Gordon as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The terms and conditions of the Placement Options are set out in Schedule 1.
- (e) The Placement Shares and Placement Options will be issued to Mr. Gordon (and/or his nominee) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Company intends to use the proceeds from the issue of the Placement Shares as set out in

section 1.1 of this Explanatory Memorandum.

- (g) A voting exclusion statement is included in the Notice of Meeting for this Resolution 6 preceding this Explanatory Memorandum.

If Resolution 6 is passed, the Company will be able to proceed to issue to Mr. Gordon (and/or his nominee) the 500,000 Placement Shares for which he has subscribed and the 250,000 Placement Options. In addition the issue will be excluded from approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed to issue to Mr. Gordon (and/or his nominee) the 500,000 Placement Shares for the calculation of the number of equity securities that the Company can issue without Shareholder which Mr. Gordon has subscribed or the 250,000 Placement Options.

Directors' Recommendation

The Board of Directors (excluding Mr. Gordon) recommend that the Shareholders vote in favour of Resolution 6.

RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF SHARES TO CONSULTANTS IN LIEU OF PAYMENT OF FEES

General

The Company engages several consultants who provide ongoing corporate development and technical services in relation to the conduct of the business of Pilot and development of its projects. Each of these consultants is engaged by the Company under terms and conditions contained in formal engagement letters (**Engagement Terms**).

In each case, under the Engagement Terms, the Consultants may elect to receive all, or such portion as the Consultant nominates of the Consultant's consideration for the provision of services under the Engagement Terms in Shares in the Company, in lieu of cash payment (**Consultant Shares**).

The Consultants specified Schedule 2 elected to take Contractor Shares in lieu of cash payment in the manner specified in Schedule 2 and on 17 February 2023, the Company allotted and issued 8,980,181 Consultant Shares to the Consultants specified in Schedule 2 (for a total value of \$138,532) without Shareholder approval, using the Company's Listing Rule 7.1 placement capacity.

A summary of Listing Rule 7.1 is set out in relation to Resolution 1 above. The Company now seeks the subsequent approval of Shareholders for this issue of Consultant Shares pursuant to Listing Rule 7.4.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that Listing Rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this Resolution seeks the approval of Shareholders to subsequently approve and ratify the issue of the Consultant Shares for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Consultant Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date of issue of the Consultant Shares.

If Resolution 7 is not passed, the issue of the Consultant Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the issue of the date of issue of the Consultant Shares.

Information required by Listing Rule 7.5

The following additional information is provided pursuant to the requirements of Listing Rule 7.5:

- (a) The Consultant Shares were issued and allotted in the number and to the Consultants specified in Schedule 2.
- (b) The number of Consultant Shares issued on 17 February 2023 was 8,980,181 Shares issued the prices per Share specified in Schedule 2, representing a total value of \$138,532.
- (c) The Consultant Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The purpose of the issue of the Consultant Shares was to satisfy the Company's obligations under the Engagement Terms for each Consultant specified in Schedule 2. Accordingly, no funds were raised from the issue of the Consultant Shares as the issue was made in lieu of cash fees for services rendered.
- (e) The Consultant Shares were issued to the Consultants under the Engagement Terms. The terms of the Engagement Terms for each Consultant are considered by Pilot to be on market standard terms.
- (f) The Consultant Shares were not issued under or to fund a reverse takeover.
- (g) A voting exclusion statement for Resolution 7 is included in the Notice of Meeting preceding this Explanatory Memorandum.

Directors' Recommendation

The Board of Directors recommend that the Shareholders vote in favour of this Resolution 7.

RESOLUTION 8: APPROVAL OF FUTURE ISSUE OF SHARES TO 8 RIVERS CAPITAL, LLC

Background

As previously announced by the Company (see ASX announcements on 28 March 2022 and 7 June 2022), in 2021 Pilot engaged 8 Rivers Capital, LLC (**8 Rivers**) to undertake a feasibility assessment in respect of the production of blue hydrogen and ammonia for Pilot's Mid West Clean Energy Project (**MWCEP**). 8 Rivers is the developer and owner of certain blue hydrogen production and technology. Following the results of that feasibility assessment, Pilot has now initiated the Cliff Head CCS Project, which will form the foundation of the development of clean hydrogen and ammonia production.

Pursuant to an agreement between Pilot and 8 Rivers for production and development support (the **Support Agreement**), 8 Rivers has agreed to provide project development services to Pilot in connection with the Cliff Head CCS Project in consideration for which Pilot will issue fully paid, ordinary Shares in Pilot to 8 Rivers (and /or its nominee) (**Support Agreement Shares**).

Under the Support Agreement, the first tranche of Support Agreement Shares was issued to the 8 Rivers nominee, Zero Degrees International, Inc. on 17 February 2023 (**8RC Issue Date**) – being the payment for completion of fifty percent of the services 8 Rivers has agreed to provide. A second (and final) payment is due under the Support Agreement upon the completion of the services under the Support Agreement. The terms on which the Support Agreement Shares are to be issued are as agreed between Pilot and 8 Rivers under the Support Agreement.

The material terms of the Support Agreement (**SA**) are as set out below.

- 8 Rivers has agreed to provide project development services to Pilot in connection with the Cliff Head CCS Project (**Project**)
- In consideration of 8 Rivers agreeing to provide the project development services Pilot has agreed to issue fully paid ordinary Shares up to a total value of \$500,000 to 8 Rivers (or its nominee) in two tranches. The first tranche was paid following approval for that payment at the 2023 Annual General Meeting of the Company, upon completion of 50% of the scope of work under the SA. The remaining tranche of Shares – comprising the Support Agreement Shares - is to be issued upon the completion of the scope of work as defined in the SA.

- The 8 Rivers intellectual property (**8RC IP**) utilised in the course of providing the services under the SA remains the property of 8 Rivers.
- 8RC and Pilot have agreed that if, following completion of the SA, Pilot decides to incorporate 8RC IP into the Project, Pilot will negotiate to obtain licence to use the relevant aspects of the 8RC IP.
- Any intellectual property based on 8RC IP developed in the course of providing the services under the SA (**Developed IP**) will be the property of 8 Rivers and 8 Rivers will assign to the Company a royalty free, non-transferable licence to use the Developed IP in connection with the Project.
- The SA will terminate upon completion of the services to be provided under the SA and the issue to 8 Rivers (or its nominee) of the Support Agreement Shares.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the second tranche of Support Agreement Shares to 8 Rivers (or its nominee) in accordance with the Support Agreement.

If Shareholders approve Resolution 8, the number of ordinary Shares that will be issued to 8 Rivers (or its nominee) will be calculated on the basis of the 175-day VWAP of the market price of the Shares on the date which is 5 days after the completion of all the services to be provided by 8RC to Pilot under the Support Agreement.

ASX Listing Rule 7.1

Listing Rule 7.1 prohibits a listed company from issuing, or agreeing to issue, Equity Securities (which includes shares) that exceed 15% of the total number of fully paid ordinary securities on issue in any 12-month period, unless approval is obtained from the holders of the company's ordinary securities. If Shareholders approve Resolution 8, the issue of the second tranche of Support Agreement Shares to 8 Rivers (or its nominee) in accordance with the above formula will be excluded from the calculations of the 15% limit under ASX Listing Rule 7.1.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to this Resolution 8.

- a) The second tranche of the Support Agreement Shares will be issued to 8 Rivers Capital, LLC (or its nominee).
- b) The second tranche of the Support Agreement Shares to be issued to 8 Rivers (or its nominee) will be fully paid ordinary Shares. The number of Support Shares to be issued to 8 Rivers (or its nominee) will be calculated on the basis of the 175-day VWAP of the market price on the date which is 5 days after the completion of all the services to be provided by 8RC to Pilot under the Support Agreement, to a total value of \$250,000. Refer to the dilution table below for an indication of the number of Shares that will be issued to 8 Rivers or its nominee.
- c) All of the securities to be issued to 8 Rivers (or its nominee) will be fully paid.
- d) The second tranche of the Support Agreement Shares will be issued to 8 Rivers no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- e) The purpose of the issue of the second tranche of Support Agreement Shares will be to satisfy the Company's obligations under the Support Agreement. Accordingly, no funds will be raised from the issue of the Support Agreement Shares, as the issue will be made in lieu of cash fees for services rendered by 8 Rivers.
- f) As described in paragraph e) above, the Company is issuing the second tranche of the Support Agreement Shares by way of payment in kind for services rendered to the Company by 8 Rivers pursuant to the Support Agreement. The material terms of the Support Agreement are as set out above.

- g) The second tranche of the Support Shares are not being issued under, or to fund, a reverse takeover.
- h) A voting exclusion statement for Resolution 8 is included in the Notice of Meeting preceding this Explanatory Memorandum.

Dilution

As the price at which the Support Shares will be issued is not fixed but determined in accordance with the 175-day VWAP, the number of Support Agreement Shares to be issued to 8 Rivers (or its nominee) is not known at that date of this Notice.

The maximum number of Shares that may be issued under the Support Agreement, if Shareholders approve this Resolution 8, based on the current market price, will vary as set out below if the market price on the issue date is twice the current market price or half the current market price (for example), and the dilution effect on the issue of that number of Shares, is set out below.

Value of Support Agreement Shares to be issued to 8 Rivers	Total Shares on issue prior to issue of Support Agreement Shares	A. Dilution based on closing price 4/05/23	B. Dilution based on 50% decrease in A	C. Dilution based on 100% increase in A
		(\$0. 014)	(\$0.007)	(\$0. 028)
AUD250,000.00	975,927,631	17,857,142 Shares (2%)	35,714,285 Shares (4%)	8,928,571 Shares (1%)

Effect if Resolution is Passed

If Resolution 8 is passed, the issue of the second tranche of the Support Agreement Shares will be excluded in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12 months' period following the date of issue of the second tranche of the Support Agreement Shares.

If Resolution 8 is not passed, the Company may choose to issue the second tranche of the Support Agreement Shares using its share issue capacity under Listing Rule 7.1 and the issue of the second tranche of the Support Agreement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 months' period following the date of issue.

Directors' Recommendation

The Board of Directors recommend that the Shareholders vote in favour of Resolution 8.

RESOLUTION 9: APPROVAL OF FUTURE ISSUE OF SHARES UNDER CONVERTIBLE NOTE TO DISCOVERY INVESTMENTS PTY LTD

Background

As disclosed in the Appendix 3B lodged on 4 May 2023, the Company entered into a convertible note agreement with Discovery Investments Pty Ltd to issue a convertible note with a face value of \$3,000,000.

ASX Listing Rule 7.1

As noted in the summary of the operation of Listing Rule 7.1 set out in Resolution 1 above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary Securities it had on issue at the start of the period.

The issue of the Convertible Note does not fit within any of these exceptions and, as it has not yet been approved by shareholders, it exceeds the 15% placement capacity in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to this Resolution 9.

- a) The Convertible Note will be issued to Discovery Investments Pty Ltd (or its nominee).
- b) The material terms and conditions of the Convertible Note is set out below in item (e) below. Upon conversion of the Convertible Note into Shares, those Shares will rank equally with existing fully paid ordinary Shares.
- c) The Convertible Note will be issued no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- d) The Convertible Note will be issued for a total value of \$3,000,000.
- e) The Convertible Note will be issued pursuant to the convertible note agreement, the terms of which are summarised as follows:
 - **Term:** 24 months from the date on which this Resolution 9 is passed.
 - **Face value:** \$3,000,000.
 - **Interest:** 12% compounded quarterly; payable quarterly. Payable in cash for the first two quarters and then, for the remainder of the term, in either cash or shares at the election of the noteholder.
 - **Conditions Precedent:** subject to shareholders approving the issue of the Convertible Notes (i.e. the subject of this Resolution 9).
 - **Conversion:** The Convertible Note is convertible into Shares at the election of the noteholder at any time during the term. The Company has 30 days to process that conversion. The number of Shares which the Company must issue is equal to the aggregate face value of the Convertible Note, divided by the conversion price of \$0.020.
 - **Redemption:** The Company must redeem the Convertible Note that has not been redeemed or converted on the earlier of the end of the term or on the date of an event of default.
 - **Events of default:** failure to pay amounts under the agreement, breach of the agreement and the occurrence of an insolvency event.
 - **Transferability:** the Convertible Note is not transferable and does not entitle the holder to any voting rights.
- f) The Company appointed Bridge Street Capital Partners Pty Ltd to act as manager in respect of the issue of the Convertible Note. Under the terms of its engagement, the manager will be paid a fee of

5% out of the total funds raised pursuant to the Convertible Note.

- g) The purpose of the issue of the Convertible Note is to raise funds which will be applied by the Company for the funding of activities associated with the Mid West Clean Energy Project (MWCEP), working capital for the Company and any other opportunities relating to the MWCEP as they may arise.
- h) The Convertible Note is not being issued under, or to fund, a reverse takeover.
- i) A voting exclusion statement for this Resolution 9 is included in the Notice of Meeting preceding this Explanatory Memorandum.

If Resolution 9 is passed, the issue of the Convertible Note will be excluded in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12 months' period following the date of issue of the Convertible Note.

If Resolution 9 is not passed, the Convertible Note will not be able to be issued at a later time.

Directors' Recommendation

The Board of Directors recommend that the Shareholders vote in favour of Resolution 9.

Definitions

AEST means Australian Eastern Standard Time (Sydney).

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

Associate has the meaning given to that term in the Listing Rules.

Capital Raising means the Placement and Attached Placement Options.

CCS means carbon capture and storage.

CCS Project means the carbon capture and storage project located at Cliff Head.

Cliff Head means Cliff Head Offshore Oil Field in the Perth Basin.

Company means Pilot Energy Limited ABN 86 115 229 984.

Consultant means each of the consultants to the Company specified in Schedule 2.

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

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by this Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of General Meeting including the Explanatory Memorandum and the Proxy Form.

Expiry Date means the date on which the Placement Options expire as set out in paragraph (c) of Schedule 1.

Placement means the issue of new 170,000,000 new Shares to unrelated and related parties to raise \$1.7 million who are sophisticated, professional and institutional investors using the Company's Listing Rule 7.1 and 7.1A placement capacity.

Placement Options means the free attached new unlisted Options, being one Option for every two new Shares acquired under the Placement exercisable at \$0.02 on or before the Option Expiry Date on the terms and conditions set out in Schedule 1.

Proxy Form means the Proxy Form accompanying the Notice.

Relevant Interest has the meaning given in the Corporations Act.

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

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

Shareholder means a holder of a Share.

Voting Power has the meaning given in the Corporations Act.

VWAP means volume weighted average price.

Instructions for Completing 'Appointment of Proxy' Form

1. **Appointing a Proxy:** A member with two or more votes entitled to attend and vote at the GM is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If a shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
2. **Proxy vote if appointment specifies way to vote:** Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
 - (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
3. **Transfer of non-chair proxy to chair in certain circumstances:** Section 250BC of the Corporations Act provides that, if:
 - (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's shareholders;
 - (b) the appointed proxy is not the chair of the meeting;
 - (c) at the meeting, a poll is duly demanded on the resolution; and
 - (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.
4. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the GM in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the GM in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the GM.

5. **Voting in person:**

- (a) A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.
- (b) A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting

6. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return the Proxy Form (and any Power of Attorney under which it is signed):

- (a) By mail to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, Australia.
- (b) By fax to +61 2 9290 9655

so that it is received by 11:00am (AEST) on Wednesday 14 June 2023. Proxy Forms received later than this time will be invalid.

Schedule 1 – Attached Placement Options Terms and Conditions

- (a) **Entitlement:** Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option and each Placement Option is immediately exercisable.
- (b) **Exercise Price:** Subject to paragraph (a), the amount payable upon exercise of each Placement Option will be \$0.02 (**Exercise Price**).
- (c) **Expiry Date:** Each Placement Option will expire at 5:00pm (EST) on 30 April 2026 (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Placement Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Placement Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Placement Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.

If a notice delivered under (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Quotation of Placement Options:** The Company will not seek quotation of the Placement Options and the Placement Options will remain unlisted.
- (i) **Shares issued on exercise:** Shares issued on exercise of the Placement Options rank equally with the then issued shares of the Company.
- (j) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of a Placement Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
- (l) **Change in exercise price:** A Placement Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.
- (m) **Transferability:** The Placement Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2 – Consultants and Terms of Engagement (Resolution 8)

Shares issued in lieu of cash for services rendered between November 2022 and January 2023

1. Basis Commercial Pty Ltd

- 37,500 Shares

- issue price: \$0.0160 (closing price on last day of trade pre-issue)

2. Michael Lonergan

- 2,340,275 Shares

- issue price: \$0.0142 (30-day VWAP)

3. Catherine Friedlander

- 776,428 Shares

- issue price: \$0.0141 (30-day VWAP)

4. Ross Gregory

- 1,722,104 Shares

- issue price: \$0.0174 (3-month VWAP)

5. Miro Pty Ltd

- 1,722,104 Shares

- issue price: \$0.0174 (3-month VWAP)

6. Geovision Exploration Services Pty Ltd

- 688,067 Shares

- issue price: \$0.0142 (30-day VWAP)

7. Nordic Renewables Pty Ltd

- 1,693,703 Shares

- issue price: \$0.0142 (30-day VWAP)



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Wednesday 14 June 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/pilotgm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **11:00am (AEST) on Wednesday, 14 June 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/pilotgm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Pilot Energy Limited

ABN 86 115 229 984

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Pilot Energy Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held at the **offices of A.D. Danieli, Level 1, 261 George St, Sydney, NSW, 2000. on Friday, 16 June 2023 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1A	Ratification of prior issue of Placement Shares (Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 5	Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Daniel Chen – Non Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1B	Ratification of prior issue of Placement Shares (Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 6	Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Bruce Gordon – Non Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Approval of future issue of attaching Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Ratification of prior issue of Shares to Consultants in lieu of part or full payment of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Approval of future issue of Broker Options to Whairo Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval of future issue of Shares to 8 Rivers Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval of future issue of Placement Shares and Attaching Placement Options to Mr. Tony Strasser – Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval of future issue of Shares under Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023