



Notice of Annual General Meeting and Explanatory Memorandum

Alligator Energy Ltd ACN 140 575 604

Date of Meeting: Friday 21 November 2025

Time of Meeting: 10.30 am (Adelaide time)

Place of Meeting: Level 1
103 King William Street
Kent Town
Adelaide
SA 5067

Notice of 2025 Annual General Meeting

Notice is hereby given that the Annual General Meeting of **Alligator Energy Ltd ACN 140 575 604** will be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5067 on Friday 21 November 2025, at 10.30 am (Adelaide time).

The Company has made the decision to cater for a broadcast to Shareholders able to attend virtually and to ask text-based questions during this broadcast. Shareholders who attend virtually are unable to cast their votes through the broadcast and are encouraged to lodge their proxy forms by the lodgement deadline.

All voting on resolutions will be conducted by a poll called for those physically present at the meeting or who have voted by proxy ahead of the lodgement deadline. The deadline for lodging proxy forms is no later than 10.30am Adelaide time on Wednesday 19 November 2025. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on the items of business, and the Chair of the Meeting must follow your instructions.

Details on how Shareholders will be able to attend the broadcast of the meeting virtually, including a presentation by the CEO after close of the formal part of the meeting, and ask questions through the live text Q&A (but not vote) are set out in the Explanatory Memorandum and a step by step User Guide will be made available on the Company's website.

A copy of your personalised proxy form will be mailed or emailed to you. Shareholders are strongly encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice of Meeting.

Shareholders can submit questions in advance of the Meeting to the Company by emailing the Company at joes@alligatorenergy.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm Adelaide time on Wednesday 19 November 2025.

The Explanatory Memorandum and associated Annexures contain important additional information about the Resolutions, including reasons supporting the Directors proposals, and Shareholders are encouraged to review these prior to casting their vote.

Terms used in this Notice of Meeting are defined in Section 9 of the accompanying Explanatory Memorandum.

Agenda

Item 1 - Consideration of Financial Statements

Consideration and discussion of Audited Financial Statements for the financial year ended 30 June 2025 (**Audited Financial Statements**), which were released to the ASX on 25 September 2025. Shareholders can also access the Company's Audited Financial Statements on the Company's website at www.alligatorenergy.com.au and titled "Full Year Statutory Financial Report - 30 June 2025".

No voting is required for this item.

Item 2 - Resolution 1- Re-election of Director – Mr Gregory Hall

To consider and, if thought fit, to pass the following **Ordinary Resolution**:

"That Mr Gregory Hall, who retires in accordance with Article 11.3 of the Company's Constitution and Listing Rule 14.4, and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

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Item 3 - Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **Advisory Resolution**:

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company for the financial year ended 30 June 2025 be adopted.”

The vote on Resolution 2 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and/or
- (b) a Closely Related Party of such a member of the KMP.

However, the above persons may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 2, subject to compliance with the Corporations Act.

Item 4 - Resolution 3 – Grant of Options to Gregory Hall

To consider and, if thought fit, pass the following **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,180,328 Zero Strike Priced Options to subscribe for Shares in the Company expiring on 31 August 2026 comprising a Short Term Incentive (subject to performance hurdles) under the terms of his Employment Contract (**STI Options**) to Gregory Hall (or his nominee), being an Executive Director of the Company, on the terms set out in the Explanatory Memorandum”.*

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A detailed summary of the proposed Terms of the STI Options is contained within the Explanatory Memorandum, including details of the associated performance hurdles.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution 3 by:

- (a) Mr Hall (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of Mr Hall (or his nominee) or any such other person; or

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

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

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 3 is a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company, pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- (a) any member of the KMP for the Company; or
- (b) a Closely Related Party of such KMP,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this Resolution 3 if:

- (a) the person is the Chair of the meeting at which the resolution is voted on; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 3, subject to compliance with the Corporations Act.

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Item 5 - Resolution 4 – Approval to increase non-executive director remuneration pool

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.17 and Rule 11.14 of the Constitution and for all other purposes, the maximum **aggregate** annual remuneration payable to non-executive directors of the Company or any subsidiaries of the Company be increased from \$350,000 per annum to \$450,000 per annum.”*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 4 by:

- (a) a Director of the Company; or
- (b) an associate of a Director.

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

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

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 4 is a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company, pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- (a) any member of the KMP for the Company; or
- (b) a Closely Related Party of such KMP, who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this Resolution 4 if:

- (c) the person is the Chair of the meeting at which the resolution is voted on; and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act.

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Item 6 - Resolution 5 – Replacement of Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company repeal its existing constitution and adopt a new constitution in its place, with effect from the close of the Meeting, in the form tabled at the Meeting and signed by the Chair of the Meeting for identification purposes.”

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Entitlement to vote:

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares as at 7.00pm (Adelaide time) on Wednesday 19 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

An Explanatory Memorandum to Shareholders follows this Notice. The Explanatory Memorandum and Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice of Meeting.

By order of the Board

Joe Sutanto
Company Secretary

15 October 2025

This Notice 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.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of Alligator Energy Ltd in connection with the business to be transacted at the Annual General Meeting of Shareholders to be held at the Company's office Level 1, 103 King William Street, Kent Town, Adelaide, SA 5047 and broadcast over the internet on **Friday 21 November 2025, at 10.30 am** (Adelaide time).

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

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

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

Your vote is important

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

Voting by proxy

A Shareholder is entitled to appoint a proxy. The proxy need not be a Shareholder and can either be an individual or a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

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

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

Virtual attendance on the day

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the broadcast of the meeting virtually.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.

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4. Click on “**Register**” and follow the steps
5. Click on the URL / meeting link to join the webcast where you can view and listen to the broadcast of the meeting.

Terms used in this Explanatory Memorandum are defined below in Section 9.

1. Consideration of Financial Statements

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report (**Financial Statements**) be received and considered at the AGM. A copy of the Company's Annual Financial Statements for the year ended 30 June 2025 can be accessed online at www.alligatorenergy.com.au. The Annual Financial Statements were released to the ASX on 25 September 2025.

The Corporations Act does not require Shareholders to vote on the Financial Statements. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within.

The Chairman will take Shareholders' questions and comments about the management of the Company at the meeting. The Auditor of the Company will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the meeting, written questions to the Chairman about the financial management of the Company or to the Company's Auditor about the conduct of the audit and the preparation and content of the Auditor's Report, may be submitted by 5.00 pm (Adelaide time) Wednesday 19 November 2025 to:

The Company Secretary
Alligator Energy Ltd
Level 1, 103 King William Street
Kent Town SA 5067
E-mail: joes@alligatorenergy.com.au

Copies of the questions received and written answers to the questions will be available at the meeting. Answers will not be returned by mail. The Chairman and auditor will also endeavour to answer questions asked at the meeting that are relevant to the agenda, however where questions concern issues raised and answered in the written questions, the Chairman or auditor may refer Shareholders to the written response. For the benefit of the meeting, both the Chairman and the auditor will briefly outline to the meeting the matters covered in the written questions.

2. Resolution 1 - Re-election of Director – Mr Gregory Hall

In accordance with Article 11.3 of the Company's Constitution, one-third of the Directors (excluding a Managing Director) and any director who has not stood for re-election in the last three years are required to retire by rotation each year. Pursuant to the Constitution, **Mr Hall**, who has been a director since 24 July 2015 in various capacities including Managing Director and more recently a part-time Executive Director will retire and seek re-election.

A brief biography of **Mr Hall** is set out below:

Mr Hall holds a BE in Mining Engineering.

Mr Hall has over 35 years' experience in senior and executive roles in the resources sector, particularly in uranium resource projects. He has held operational management roles at Olympic Dam (WMC) and Ranger Uranium Mine (North / Rio Tinto) and was founding Managing Director of Toro Energy Ltd (achieving WA's first fully approved uranium project). He has previously held operational roles in copper companies as CEO of Hillgrove Resources Ltd, and Project Director of Rex Minerals. Greg has a deep understanding of the international uranium and nuclear sector and is acquainted with commodity markets having been a Marketing Manager for Rio Tinto Uranium and Director Sales (Bauxite & Alumina) at Rio Tinto Aluminium.

Mr Hall is a non-executive director Altitude Minerals Ltd (ASX:ATT) and a previous President of the South Australian Chamber of Mines and Energy Council.

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Mr Hall has been a director for the last 10 years and two months and served as Managing Director and Chief Executive Officer of the Company for the period 1 April 2018 to 30 June 2025. Effective 1 July 2025, Mr Hall moved to a part-time role of Executive Director - Marketing & Investor Relations.

During his tenure as Managing Director and Chief Executive Officer, Mr Hall, was responsible for negotiating the acquisition of both the Samphire and Big Lake Projects. These acquisitions have transformed the Company from a single project explorer in a high operating cost environment in the Northern Territory to one that now has a substantial JORC Mineral Resource with a field recovery trial underway at Samphire and an exciting new greenfield uranium discovery in the Cooper Basin. He has also led the capital raisings required to progress activities at all three Company held projects, overseen all investor relations activities and has been actively involved in establishing relationships with US and European utilities. Mr Hall is not regarded as an independent director.

Directors' Recommendation

The Directors (with Mr Hall abstaining) recommend that shareholders vote in favour of Resolution 1.

3. Resolution 2 – Adoption of Remuneration Report

The Annual Financial Statements for the year ended 30 June 2025 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors, executives and senior managers during the financial year. A copy of the report is set out in the Directors' Report within the 'Full Year Statutory Financial Report – 30 June 2025' and can be found on the Company website at www.alligatorenergy.com.au.

The Board submits its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company or, if the Company is part of a Group, for the Group;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for the Key Management Personnel, including details of performance related remuneration and options granted as part of remuneration; and
- details and explains any performance conditions applicable to the Key Management Personnel of the Company or Group.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Directors' Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution 2. A vote on this Resolution 2 is advisory only and does not bind the Directors of the Company.

4. Resolution 3 - Grant of options to Mr Gregory Hall

4.1 Introduction

The Employment Contract for performance of the role as part-time Executive Director - Marketing & Investor Relations by Mr Gregory Hall was executed by the parties on 27 June 2025 (**Agreement**).

The daily rate payable to Mr Hall (excluding statutory superannuation) as Executive Director Marketing & Investor Relations under the Agreement is currently \$1,500 (exclusive of the Superannuation Guarantee Levy) for up to three days per week (**Base Pay**). The Base Pay is inclusive of fees payable for the services as a director of the Company and any of its subsidiaries.

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Mr Hall is also entitled under the Agreement to a short-term incentive payment of up to 20% of his estimated Base Pay for the 2026 financial year of \$180,000 and is linked to stretch target key performance indicators (**KPIs**) aligned with his roles and responsibilities. The incentive payment will be settled by the grant of Zero Strike Priced Options, however vesting and conversion into fully paid ordinary shares will only occur on the CEO and Board's assessment of achieving each KPI by the end of the performance period.

The term of the Agreement with Mr Hall is ongoing based on review at three monthly intervals.

Short-term Incentive

The short-term incentive (STI), if fully achieved on assessment of performance by the Board, constitutes up to 20% of the estimated Base Pay for the 2026 financial Year.

In determining the number of Zero Strike Priced Options to be issued under the short-term incentive, a 30 Business Day VWAP to the start of the performance period on 1 July 2025 of \$0.0305. This results in approval being sought for 1,180,328 Zero Strike Priced Options. Performance metrics for this short-term incentive will be based upon 'stretch target' key performance indicators (each with a 20% weighting) covering:

- (a) On a corporate-wide basis (includes all employees) achieving safe operations, no significant environmental issues or stakeholder issues, achieving key ESG aims.
- (b) On a corporate-wide basis (includes all employees) achieving a shareholder return above the average of a parcel of peer companies for the financial year.
- (c) Achieve corporate financing aims and targets as agreed with the CEO and Board
- (d) Enhancement of investor relations marketing to existing investors and shareholders, and to a broader international audience in a measurable manner; and
- (e) Achievement of targeted business development related milestones.

Any Zero Strike Priced Options which do not vest after assessment of performance by the Board will automatically lapse.

During the previous Short-Term Incentive performance period (1 September 2024 to 30 June 2025) the Board assessed achievement by Mr Hall against the stretch target KPIs set for this period and awarded the vesting of 42% of the short-term incentive options approved by Shareholders at the 2024 AGM.

4.2 Outcome for voting for and against the Resolution

If Resolution 3 is passed, the STI Options will be issued to Mr Hall.

If Resolution 3 is not passed, the STI Options will not be issued to Mr Hall. In these circumstances, the Company may be required to enter into further negotiations with Mr Hall surrounding the packaging of his remuneration.

4.3 Options Terms

A summary of the terms of the STI Options are set out in **Annexure 1**.

4.4 Legislative Requirements

The Company advises Shareholders that for the purposes of section 211(1) of the Corporations Act, the Board of Directors (with Mr Hall abstaining) has resolved that the issue of STI Options is reasonable remuneration for Mr Hall, having regard to the circumstances of the Company, the roles and responsibilities of Mr Hall and the nature of the Company's operations.

4.5 Listing Rule 10.11

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

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

an unless it obtains the approval of Shareholders.

Greg Hall, being a Director of the Company, is a related party pursuant to Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, because the issue of the Zero Strike Priced Options will result in the Company issuing securities to a related party, approval under Listing Rule 10.11 is required.

In accordance with Listing Rule 7.2 (exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1. This allows the Company to preserve the maximum commercial flexibility to issue Equity Securities that it is afforded by Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the Company advises as follows:

10.13.1	Name of persons	The STI Options are to be issued to Gregory Hall.
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why.	Gregory Hall is a Director of the Company and falls into the category of a related party as set out in Listing Rule 10.11.1.
10.13.3	The number and class of securities to be issued to the person.	A maximum number of 1,180,328 STI Options are to be issued.
10.13.4	If the terms are not fully paid ordinary securities, a summary of the material terms of the securities.	A summary of the terms of the STI Options is set out in Annexure 1.
10.13.5	The date or dates by which the entity will issue the securities, which must not be more than one (1) month after the date of the meeting.	The STI Options are intended to be granted as soon as possible following the Annual General Meeting, but in any event, within one (1) month of the date of the Annual General Meeting.
10.13.6	The price or other consideration the entity will receive.	The STI Options are being issued for nil consideration.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds are being raised by the grant of the STI Options.
10.13.8	If the person is a director and the amount is intended to remunerate or incentivise the director, details	As Gregory Hall is a Director and therefore a related party under Listing Rule 10.11.1 and the issue is intended to incentivise Gregory Hall, his total

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	(including the amount) of the director's current total remuneration package.	remuneration package inclusive of superannuation effective 1 July 2025 is: (a) Director fees - \$Nil; (b) Estimated Base Pay for Executive Services - \$180,000 plus superannuation at 12% of \$21,600 on a part-time basis for the 2026 financial year; and (c) Short Term Incentive – up to 20% of the Estimated Base Pay subject to performance.
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The material terms of this agreement are set out in Annexure 2.
10.13.10	A voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting for Resolution 3.

Directors' Recommendation

The Directors (with Mr Hall abstaining) recommend that you vote in favour of Resolution 3.

5. Resolution 4 – Approval to increase non-executive director remuneration pool

5.1 Background

In accordance with ASX Listing Rule 10.17 (and pursuant to Rule 11.14 of the Constitution), the maximum aggregate amount payable as remuneration to non-executive directors in any financial year may not exceed an amount determined by shareholders from time to time in general meeting (**Remuneration Pool**).

Pursuant to Resolution 4, the Company is seeking to obtain approval from Shareholders to increase the Remuneration Pool by \$100,000 from \$350,000 to \$450,000 per annum. The current Remuneration Pool was last increased by \$100,000 at the 2023 Annual General Meeting.

The Board currently consists of three non-executive directors and one part-time executive director being Mr Hall.

The terms of the employment contract for Mr Hall require a review of his ongoing involvement at three monthly intervals. It is anticipated that within the forthcoming twelve-month period he is likely to step back to a non-executive role and hence his remuneration would come from the Remuneration Pool at that time.

Furthermore, the Company has the objective of progressing the Samphire Project through a field recovery trial (currently in progress) and feasibility study with the objective of developing an in-situ recovery uranium mine. The expanded activities, as the Company moves from explorer to developer, will require additional skill sets on the Board in areas including project development and mine operations. Under the current Remuneration Pool cap these appointments may not be possible.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive directors for the following reasons:

- (a) to allow for an increase in the number of non-executive directors based on the requirement for additional skill sets;
- (b) projected growth of the Company as it progresses from explorer to developer and the associated increased responsibilities for non-executive directors;

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- (c) non-executive director fees, based on external benchmarking, may need to be increased in the future to retain non-executive directors;
- (d) to attract new non-executive directors of a calibre; and
- (e) to remunerate non-executive directors appropriately for the expectations placed upon them by both the Company and the regulatory environment in which it operates.

It is not intended to fully utilise the increased aggregate fees in the immediate future.

If Resolution 4 is passed, the maximum aggregate amount of fees that may be paid to all of the Company's non-executive directors will be \$450,000 per annum. This increase does not mean that the Company must utilise the entire maximum amount approved for non-executive directors' fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount to provide the Company with the ability to pay non-executive directors and ensure their remuneration levels are commensurate with market rates to attract and retain directors of the highest calibre.

If Resolution 4 is not passed, the Company will not be permitted to pay fees to its non-executive directors which exceed the maximum aggregate amount of directors' fees already approved by Shareholders as set out in this Notice (that is, \$350,000 per annum). This may make it more difficult for the Company to attract and retain high quality directors.

The remuneration of each Non-executive Director for the year ended 30 June 2025 is detailed in the remuneration report in the Company's 2025 Annual Report.

5.2 Information required under Listing Rule 10.17

The Company provides the following information as required under Listing Rule 10.17:

- (a) the amount of the proposed increase is \$100,000 per annum;
- (b) the maximum aggregate amount of non-executive directors' fees if this Resolution is passed will be \$450,000 per annum; and
- (c) the following Equity Securities have been issued to Non-executive Directors under Listing Rule 10.11 or Listing Rule 10.14 in the past 3 years:

Non-executive Director	Number of securities	Issue Price	Terms
Paul Dickson	6,160,845	Nil	Director Share Options for a three-year period vesting equally in three tranches each 12-month period of service from 1 October 2024 and exercisable at \$0.043. The Director Share Options expire three years from the date of issue, being 10 December 2027. The grant of Director Share Options was approved by Shareholders at the 2024 AGM
Peter McIntyre	4,103,802	Nil	Director Share Options for a three-year period vesting equally in three tranches each 12-month period of service from 1 October 2024 and exercisable at \$0.043. The Director Share Options expire three years from the date of issue, being 10 December 2027. The grant of Director Share Options was approved by Shareholders at the 2024 AGM
Fiona Nicholls	4,103,802	Nil	Director Share Options for a three-year period vesting equally in three tranches each 12-month period of service from 1 October 2024 and exercisable at \$0.043. The Director Share Options expire three years from the date of issue, being 10 December 2027. The grant of Director Share Options was approved by Shareholders at the 2024 AGM

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5.3 Voting Restriction

There are restrictions on voting on this resolution by Directors and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statement in Resolution 4 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 4, subject to compliance with the Corporations Act.

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

Directors' Recommendation

The Directors recommend that you vote in favour of Resolution 4.

6. Resolution 5 – Replacement of Constitution

6.1 Background

The Company's constitution was adopted by the shareholders of the Company as part of the preparations leading to it becoming listed on the ASX in 2010 (**Existing Constitution**). In the time which has elapsed, there have been a number of developments in law (including the ASX Listing Rules), terminology, corporate governance and corporate practices. The Directors have overseen a process to review the Existing Constitution and propose to replace the Existing Constitution with a new constitution which gives effect to those changes (**New Constitution**).

Rather than present an amendment of the Existing Constitution, the Directors consider that the adoption of a New Constitution which reflects current market practices is a more appropriate course of action. The New Constitution reflects the usual rules required by an ASX-listed entity, with the key differences between the Existing Constitution and the New Constitution being identified in Table A below and other amendments being either administrative or relatively minor in nature (but consistent with the requirements for an ASX-listed entity).

Shareholders may obtain a copy of the Existing Constitution and the New Constitution on the Company's website at www.alligatorenergy.com.au. Otherwise, you can request a hard copy by contacting the Company at accounts@alligatorenergy.com.au or 08 7092 6230. Shareholders are also invited to contact the Company if they have any questions.

Pursuant to section 136(2) of the Corporations Act, a special resolution of Shareholders (being at least 75% of votes cast by Shareholders entitled to vote on the resolution) is required to approve an amendment to the Constitution.

Table A – Summary of key differences

Convertible Securities	Rule 6 introduces express recognition of the types of "Convertible Securities" which can be issued by the Company pursuant to the authority to issue Shares and other Securities under Rule 4.
Joint Holders	In anticipation of proposed updates by ASX to the Clearing House Electronic Subregister System, Rule 18.3 updates the number of registered holders which is permitted by the Listing Rules and ASX Settlement Operating Rules.
Use of technology for conduct of general meetings	Rule 23 introduces provisions which modernise the process for the conduct of general meetings by permitting the use of technology to the extent permitted by the Corporations Act and ASX Listing Rules, including the conduct of wholly virtual meetings.
Other electronic processes	Rules 58, 70.5 and 80 contain more modern provisions with regard to adoption of contemporary electronic and technological practices with respect to execution of documents and transmission of notices and other documentation. These generally recognise recent amendments to the Corporations Act, Listing Rules and other legislation with regard to such matters.

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Direct Voting	Rule 29 introduces a new provision to enable the Directors to permit direct voting at general meetings of Shareholders. This enables votes at a meeting to be made by post, fax or electronic means subject to procedures prescribed by the Board.
Director nominations	Rule 40.13 amends the process with regards to acceptance of nominations for director elections to recognise amendments made to the Listing Rules.
Director Remuneration	Rule 41 contains minor amendments which recognise amendments made to the Listing Rules.
Board delegation	Rule 56 introduces increased flexibility for the Board to facilitate decentralisation of management geographically or functionally through delegation arrangements (at all times under the ultimate control of the Board).
Dividends	Rule 63.13 modernises the manner in which dividends can be paid, allowing payment by electronic funds or such other manner as determined by Directors.
Minimum holdings	Rule 75 introduces a more detailed mechanism to facilitate the sale of minimum holdings via a notice process consistent with the requirements of Listing Rule 15.13 (as opposed to the more limited scope permitted by Listing Rules 15.13A and 15.13B). Rule 76 also introduces specific provisions with regard to the treatment of fractional entitlements.
Proportional Takeover Provision	Rule 77 contains provisions relating to proportional takeover bids for the purposes of section 648D of the Corporations Act. These are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company. See additional information in relation to this provision below this table.
Director indemnity and insurance	Rule 82 updates the requirements in relation to director indemnities and insurance to align with current corporate practices and to ensure consistency with the Corporations Act and ASX Listing Rules. This includes broadening the operation of the Rule (such as clarifying its operation to former Officers of the Company) whilst also expressing the limitations upon the availability of the insurance. It also expressly provides authorises the payment of insurance premiums by the Company.
Restricted securities	Rule 83 introduces updated provisions with regard to restricted securities to ensure consistency with amendments made to Listing Rule 15.12 (which requires the Constitution to contain specific content with regard to restricted securities).

Insertion of Proportional Takeover Provision

Rule 77 contains provisions relating to proportional takeover bids for the purposes of section 648D of the Corporations Act. These are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions cease to apply three years after they are inserted into a constitution, upon which they must be renewed to continue to have effect. The Company notes that such provisions are not currently included in the Existing Constitution.

When considering the introduction or renewal of proportional takeover provisions in a constitution the Corporations Act requires that the following information be provided to shareholders:

What is a proportional takeover bid?

A proportional takeover bid is where an offer is made to each shareholder to buy a proportion of that shareholder's shares, and not the shareholder's entire shareholding.

Effect of the proportional takeover provisions

The effect of these provisions in the Company's Constitution is that, if a proportional takeover bid is made for the Company, the Company must refuse to register a transfer of the Company's Shares

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giving effect to any acceptance of the bid unless the bid is approved by Shareholders in a general meeting.

In the event a proportional takeover bid is made, the Directors must hold a meeting of Shareholders at least 14 days before the last day of the proportional takeover bid period (**Resolution Deadline**) to vote on a resolution to approve the bid. For the resolution to be approved, it must be passed by a simple majority of votes, excluding the votes of the bidders and their associates. If the resolution is not voted on before the Resolution Deadline, the resolution will be taken to have been passed on the Resolution Deadline.

If the resolution is approved or taken to have been approved, a transfer of the Company's Shares under the proportional takeover bid may be registered if it complies with the other provisions of the Corporations Act and the Constitution. If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years from approval, unless renewed for a further period by Shareholders passing a special resolution.

Reasons for including the provisions

If the provisions do not apply under the Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their Shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares. The proposed proportional takeover provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Knowledge of acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

The Directors consider that the inclusion of the proportional takeover approval provisions has no potential advantages or disadvantages for Directors. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Shareholders are:

- Shareholders will have an opportunity to consider a proportional takeover bid and the right to decide by majority vote whether the bid should proceed;
- the provisions may help Shareholders avoid being locked in as a minority;
- the bargaining power of Shareholders is increased (this may help ensure that any proportional takeover offer is adequately priced); and
- knowing the view of other Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and whether to accept or reject that offer.

Some potential disadvantages for Shareholders of the Company include:

- the provisions may impose restrictions on the ability of Shareholders to deal freely with their Shares;
- proportional takeover bids for Shares in the Company may be discouraged;

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- Shareholders may lose an opportunity of selling some of their Shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

On balance, the Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

If Resolution 5 is passed, the New Constitution will become the constitution of the Company. If Resolution 5 is not passed, the Existing Constitution will continue as the constitution of the Company.

Directors' Recommendation

The Directors recommend that you vote in favour of Resolution 5.

The Chairman intends to vote undirected proxies in favour of Resolution 5.

7. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolutions set out in the Notice of Meeting.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the proxy form to the Company in accordance with the instructions contained in the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the AGM in person.

8. Voting entitlement

For the purposes of determining voting entitlements at the AGM, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Adelaide Time) on 19 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

9. Glossary

For the purposes of the Notice of Meeting and Explanatory Memorandum:

AGM or Annual General Meeting or Meeting means the Annual General Meeting of the Company to be held on Friday 21 November 2025;

ASX means the ASX Limited;

Board means the board of directors of the Company;

Business Day means a week day on which banks are open for general banking business in Brisbane;

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

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or the member's spouse; or
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls; or

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(f) a person prescribed by the regulations for the purposes of this paragraph;

Company or **Alligator Energy Ltd** means Alligator Energy Ltd ACN 140 575 604;

Constitution means the governing rules of the Company approved by Shareholders from time to time;

Corporations Act means *Corporations Act 2001* (Cth);

Directors means the directors of the Company from time to time;

Equity Securities has the meaning given to that term in the Listing Rules;

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

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules or **ASX Listing Rules** means the Official Listing Rules of the ASX as amended from time to time;

Notice of Meeting or **Notice** means the notice of meeting which accompanies this Explanatory Memorandum;

Option means a right to be issued one Share in the Company at the time of exercise;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Resolutions means the resolutions set out in the Notice of Meeting;

Shares means fully paid ordinary shares in the Company from time to time;

Shareholders means the holders of Shares in the Company;

Special Resolution means a resolution passed by more than 75% of the votes at a general meeting of Shareholders;

Trading Day has the meaning given to that term in the Listing Rules;

VWAP has the meaning given under the Listing Rules; and

Zero Strike Priced Options means an Option, once vested, can be exercised without payment of cash consideration.

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Annexure 1 - Terms of grant of STI Options to Executive Director

1. The STI Options shall be issued for no consideration;
 2. The exercise price of each STI Option is \$Nil (Exercise Price) and create an entitlement of one Share for every exercisable Option;
 3. The STI Options only vest and convert to fully paid ordinary shares based on a performance assessment by the CEO and Board before end August 2026. The STI Options are linked to stretch target key performance indicators on an equal proportional basis (20%) as follows:
 - (a) On a corporate-wide basis (includes all employees) achieving safe operations, no significant environmental issues or stakeholder issues, achieving key ESG aims.
 - (b) On a corporate-wide basis (includes all employees) achieving a shareholder return above the average of a parcel of peer companies for the financial year.
 - (c) Achieve corporate financing aims and targets as agreed with the CEO and Board
 - (d) Enhance investor relations marketing to existing investors and shareholders, and to a broader international audience in a measurable manner; and
 - (e) Achievement of targeted business development related milestones.
- (Vesting Conditions);**
- (f) The STI Options will expire on 31 August 2026 (**STI Option Expiry Date**) unless exercised earlier;
 - (g) The STI Options will not be transferable in whole or in part and may not be exercised by any other person (except, in the case of the STI Option holder's death, by his or her legal personal representative);
 - (h) Subject to the relevant Vesting Conditions for each of the STI Options being satisfied, the STI Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise to the Company at any time on or after the date of issue of the STI Options (unless vesting is confirmed by a Board resolution) and on or before the relevant Expiry Dates;
 - (i) The number of STI Options that may be exercised at one time must be not less than the level that allows the allotment of a marketable parcel (as defined in the Listing Rules);
 - (j) Upon the valid exercise of the STI Options, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares;
 - (k) Holders of the STI Options do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide those option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the vested Options, in accordance with the requirements of the Listing Rules.
 - (l) Holder of the STI Options do not participate in any dividends unless the STI Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend;
 - (m) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - a. the number of STI Options will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the STI Options which are not conferred on shareholders; and

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- b. subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the STI Options will remain unchanged;
- (n) If there is a bonus issue to the holders of shares in the Company, the number of shares over which the STI Option is exercisable may be increased by the number of shares which the option holder would have received if the STI and LTI Option had been exercised before the record date for the bonus issue;
- (o) The terms of the STI Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the STI Options shall not be changed to reduce the Exercise Price, increase the number of STI Options or change any period for exercise of the STI Options;
- (p) The Company does not intend to apply for listing of the STI Options on the ASX;
- (q) The Company shall apply for listing of the resultant shares of the Company issued upon vesting and exercise of any STI Option.

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Annexure 2 – Material Terms of Greg Hall Employment

- An executive employment arrangement as Executive Director – Marketing and Investor Relations on a part-time basis from 1 July 2025;
- The employment contract has no fixed term and is subject to review at three monthly intervals;
- The Base Pay is \$1,500 per day for up to three days per week plus the Superannuation Guarantee Levy contributions (currently 12%);
- The Base Pay includes services as an executive director and consequently there is no additional director compensation;
- The inclusion of a Short-term Performance Incentive, based on a maximum of 20% of the estimated Base Pay for the 25/26 year. The Short-term Performance Incentive is linked to stretch target KPIs set for the Executive Director - Marketing and Investor Relations role;
- The Short-term Performance Incentive is based on granting Zero Strike Priced Options which are subject to Shareholder approval under the ASX Listing Rules and Corporations Act;
- The Agreement may be terminated by the Company giving 3 months written notice or at the Company's option (in lieu of notice) payment of an amount calculated in proportion to the estimated Base Pay and Benefits for any period of short notice;
- Mr Hall may terminate the Agreement by giving 3 months written notice or such period as may be mutually agreed in writing. The Agreement is otherwise terminable by the Company in the event of serious misconduct by Mr Hall; and
- The Agreement contains the standard provisions of employment for an executive including restraints and confidentiality.