

88 ENERGY LIMITED
ACN 072 964 179

OPTIONS PROSPECTUS

For the offers of:

- (a) up to 488,888,890 free New Options to Eligible Investors in the Placement, on the basis of one (1) New Option for every three (3) Shares subscribed for by Eligible Investors in the Placement (**Placement Options Offer**); and
- (b) a total of 50,000,000 New Options to Euroz and Inyati (or their nominees) (**Broker Options Offer**),

(together, the **Offers**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the New Options being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The New Options offered by this Prospectus should be considered highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 5 December 2023 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Options offered by this Prospectus should be considered as highly speculative.

Applications for New Options offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for New Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas Shareholders

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

No action has been taken to register or qualify the New Options or the offers, or to otherwise permit a public offering of the New Options in any jurisdiction outside Australia. This Prospectus has been prepared for publication in Australia and may not be released or distributed in the United States of America.

For further information on overseas Shareholders please refer to Section 2.14.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of its Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Eligible Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.88energy.com). Eligible Applicants will be deemed to have accepted their respective entitlement if the Company does not receive notice to the contrary prior to the Closing Date in response to an Application Form accompanying this Prospectus. In doing so, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.88energy.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only

access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on: + 61 8 9485 0990 during office hours or by emailing the Company at investor-relations@88energy.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Eligible Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of New Options issued to them under this

Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should

note that if you do not provide the information required on the application for New Options, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 9485 0990.

CORPORATE DIRECTORY

Directors

Philip Byrne
Non-Executive Chairman

Ashley Gilbert
Managing Director

Joanne Kendrick
Non-Executive Director

Dr Stephen Staley
Non-Executive Director

Company Secretary

Sarah Smith

Registered Office

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516 Hay Street
SUBIACO WA 6008

Telephone: + 61 8 9485 0990
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General Enquiries:
<https://88energy.com/contact-us/>

Website: <https://88energy.com/>

ASX Code

88E

Lawyers

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Share Registry*

Computershare Investor Services Pty
Limited
GPO BOX 52
MELBOURNE VIC 3001

Telephone: 1300 850 505 (within Australia)
or + 61 3 9415 4000 (outside Australia)

UK Registry and Receiving Agent*

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS13 8AE
UNITED KINGDOM

Brokers to the Australian Placement

Euroz Hartleys Ltd
Level 18 Alluvion
58 Mounts Bay Rd
PERTH WA 6000

Inyati Capital Pty Ltd
326 Rokeby Road
SUBIACO WA 6008

Brokers to the UK Placement

Cavendish Capital Markets Limited
1 Bartholomew Close
LONDON EC1A 7BL

Auditors*

BDO Audit (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2,
5 Spring Street
PERTH WA 6000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

TABLE OF CONTENTS

1.	INDICATIVE TIMETABLE	1
2.	DETAILS OF THE OFFERS	2
2.1	Background	2
2.2	Brokers	2
2.3	Placement Options Offer	3
2.4	Broker Options Offer	3
2.5	Minimum subscription	4
2.6	Not underwritten	4
2.7	Oversubscriptions	4
2.8	Applications under the Placement Options Offer	4
2.9	Applications under the Broker Offer	4
2.10	Implications of Completing an Application Form	5
2.11	ASX Listing	5
2.12	Issue of New Options	5
2.13	Defects in Applications	5
2.14	Overseas shareholders	6
2.15	Enquiries	7
3.	PURPOSE AND EFFECT OF THE OFFERS	8
3.1	Purpose of the Offers	8
3.2	Effects of the Offers	8
3.3	Effect of the Offers on capital structure	8
3.4	Financial effect of the Offers	9
3.5	Substantial Shareholders	10
4.	RIGHTS ATTACHING TO SECURITIES	11
4.1	Rights and liabilities attaching to Shares	11
4.2	Terms of the New Options	13
5.	RISK FACTORS	12
5.1	Introduction	12
5.2	Key Investment Risks	12
5.3	General Risks	22
5.4	Speculative investment	24
6.	ADDITIONAL INFORMATION	25
6.1	Litigation	25
6.2	Continuous Disclosure Obligations	25
6.3	Market price of Shares	28
6.4	Interests of Directors	28
6.5	Interests of Experts and Advisers	30
6.6	Consents	31
6.7	Estimated Expenses of the Offers	31
6.8	Directors' authorisation	31
	GLOSSARY	32

1. INDICATIVE TIMETABLE

Action	Date*
Lodgement of Prospectus with ASIC and ASX	5 December 2023
Opening Date	5 December 2023
Closing Date (5:00pm AWST)*	7 December 2023
Issue of New Options under the Placement Options Offer	8 December 2023
Expected date of Official Quotation of New Options under the Placement Options Offer	11 December 2023
General Meeting of Shareholders	15 January 2024
Issue of New Options under the Broker Options Offer	15 January 2024

* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the New Options are expected to be quoted on ASX may vary with any change in the Closing Date.

2. DETAILS OF THE OFFERS

2.1 Background

On 29 November 2023, the Company announced that it had completed a bookbuild to domestic and international institutional and sophisticated investors (**Investors**) to raise \$9,900,000 (before costs) (**Placement**). The Placement will involve the issue of 2,200,000,005 Shares at an issue price of \$0.0045 (£0.0023) per Share. The Placement comprised of an accelerated bookbuild in the United Kingdom (**UK Placement**) and a placement in Australia (**Australian Placement**).

The Company is offering eligible Investors in the Australian Placement (being Investors residing in Australia, Hong Kong, Singapore and the United Kingdom) (**Eligible Investors**) the opportunity to apply for 1 free attaching New Option for every 3 Shares subscribed for by Eligible Investors under the Australian Placement (**Placement Options Offer**). The Company will apply for Official Quotation of the New Options offered pursuant to the Placement Options Offer. The New Options will be exercisable at A\$0.0075 per share and expire on 15 December 2026.

Investors participating in the UK Placement will receive 1 warrant for every 3 shares subscribed for on the same commercial terms as the New Options, with an equivalent Sterling exercise price of £0.0039 (**Warrants**). The Warrants will remain unlisted.

The issue of the Shares and attaching New Options/Warrants is not subject to Shareholder approval as the issuance will fall within the Company's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A:

- 916,622,618 Shares and 733,333,332 New Options/Warrants will be issued under the Company's available placement capacity pursuant to Listing Rule 7.1; and
- 1,283,377,387 Shares will be issued under the Company's available placement capacity pursuant to Listing Rule 7.1A.

The net proceeds of the Placement, together with the Company's existing cash reserves (\$9.4 million as at 31 October 2023, unaudited), will be used to fund:

- (a) upcoming flow testing at the Project Phoenix Hickory-1 well (North Slope, Alaska; 88E ~75% net working interest);
- (b) initial farm-in exploration activities at the Company's recently acquired Owambo Basin acreage in Namibia; and
- (c) contingencies and additional working capital.

Further information on the Placement is set out in the announcement dated 29 November 2023.

2.2 Brokers

The Company engaged Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230052) (**Euroz**) as the sole lead manager and bookrunner to the Australian Placement. The Company also engaged Inyati Capital Pty Ltd (ACN 642 351 193) (AFSL 519872) (**Inyati**) to act as co-manager to the Australian Placement. Cavendish Capital Markets Ltd (**Cavendish**) was appointed as the Company's nominated adviser and sole broker to the UK Placement.

The Company engaged Cavendish pursuant to a placing agreement and each of Euroz and Inyati pursuant to separate engagement agreements (together, the **Mandates**). Euroz, Inyati and Cavendish are herein referred together as the **Brokers**.

Under the Mandates, the Company agreed to pay a fee of 6% (plus GST and VAT (as applicable)) of the total funds raised under the Placement by Euroz, Inyati and Cavendish.

Additionally, subject to Shareholder approval, the Company agreed to issue each Broker 25,000,000 Options or Warrants on the same terms as the New Options and Warrants offered under the Placement, contingent on the Broker raising \$3,000,000 or more under the Placement. Each broker satisfied this condition. Accordingly, the Company will issue a total of 50,000,000 New Options to Euroz and Inyati (or their nominees) (**Broker Options**) under the Broker Options Offer and 25,000,000 Warrants to Cavendish (or its nominee), subject to Shareholder approval. The Mandates otherwise contain terms and conditions considered standard for agreements of their kind.

An extraordinary general meeting of Shareholders to approve the issue of the 50,000,000 Broker Options and 25,000,000 Warrants is expected to be held on or about 15 January 2024 (**General Meeting**). The Company will lodge a notice of meeting in respect of the General Meeting at least 28 days prior to the meeting date which will be available on the Company's ASX platform and website.

2.3 Placement Options Offer

By this Prospectus, the Company makes the Placement Options Offer, which invites Eligible Investors to apply for 1 free New Option for every 3 Shares subscribed for under the Australian Placement.

The maximum number of New Options to be issued under the Placement Options Offer is 488,888,890, being the number of New Options free-attaching to Shares subscribed for by Eligible Investors under the Australian Placement. The Company intends to issue the New Options offered under the Placement Options Offer utilising its available placement capacity under ASX Listing Rule 7.1.

The Placement Options Offer is extended to Eligible Investors only. Accordingly, Application Forms will only be provided by the Company to these persons. No funds will be raised from the Placement Options Offer as the New Options are being issued for nil consideration.

All New Options offered under the Placement Options Offer will be issued on the terms set out in Section 4.2. All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply for Official Quotation of the New Options offered pursuant to the Placement Options Offer.

The Placement Options Offer is not being extended to the participants in the UK Placement who will, as noted above, instead receive unlisted Warrants on the same commercial terms as the New Options.

2.4 Broker Options Offer

This Prospectus also includes an offer of 50,000,000 New Options to Euroz and Inyati (or their nominees) (25,000,000 New Options each).

The issue of the New Options under the Broker Options Offer is subject to Shareholder approval. The Company intends to seek Shareholder approval for the issue of these New Options at the General Meeting.

Only Euroz and Inyati (or their nominees) may accept the Broker Options Offer, by using the relevant Application Form in relation to the Broker Options Offer. No funds will be raised from the Broker Options Offer as the New Options are being issued in consideration for services provided by Euroz and Inyati.

All New Options offered under the Broker Options Offer will be issued on the terms set out in Section 4.2. All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply for Official Quotation of the New Options offered pursuant to the Broker Options Offer.

The Broker Options Offer is not being extended to Cavendish (or its nominees), who will, as noted above, instead receive, subject to Shareholder approval, unlisted Warrants on the same commercial terms as the New Options.

2.5 Minimum subscription

There is no minimum subscription for the Offers.

2.6 Not underwritten

The Offers are not underwritten.

2.7 Oversubscriptions

No oversubscriptions will be accepted by the Company under the Offers.

2.8 Applications under the Placement Options Offer

To receive New Options pursuant to the Placement Options you do not need to do anything, as Euroz and Inyati will make applications on your behalf.

Applications for New Options will only be made by Euroz and Inyati for Eligible Investors, at the direction of the Company and will be made using the appropriate Application Form accompanying this Prospectus.

No subscription monies are payable for the New Options offered pursuant to this Prospectus under the Placement Options Offer as the New Options are being issued as an entitlement to Eligible Investors.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than **5:00pm (AWST) on the Closing Date**.

The Company reserves the right to close the Offers early.

Please contact the Company Secretary on +61 8 9485 0990 if you have any queries regarding the application process.

2.9 Applications under the Broker Offer

The Broker Options Offer is only available to those who are personally invited to accept the Broker Options Offer.

An Application Form for the Broker Options Offer will only be provided by the Company to Euroz and Inyati (or their respective nominees).

No subscription monies are payable for the New Options offered pursuant to this Prospectus under the Broker Options Offer as the New Options are being issued as part consideration payable for the provision of services provided by Euroz and Inyati as disclosed in Section 2.2.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than **5:00pm (AWST) on the Closing Date**.

The Company reserves the right to close the Offers early.

2.10 Implications of Completing an Application Form

By completing an Application Form, Applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5.00pm (AWST) on the Closing Date, which is currently scheduled to occur on 7 December 2023.

If you require assistance in completing an Application Form, please contact the Share Registry on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia) or the Company Secretary, on +61 8 9485 0990.

2.11 ASX Listing

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus for the Placement Options Offer and subsequent to the General Meeting for the Broker Options Offer. If the New Options are not admitted to Official Quotation by ASX before the expiration of three months after the date of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Options under the Offers.

The fact that ASX may grant Official Quotation to the New Options is not to be taken in any way as an indication of the merits of the Company or the Options now offered for subscription.

2.12 Issue of New Options

The New Options offered by this Prospectus will be issued in accordance with the timetable set out in Section 1 of this Prospectus.

2.13 Defects in Applications

If an Application Form is not completed correctly, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

2.14 Overseas Shareholders

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those outlined below. In particular, this Prospectus may not be distributed in the United States or elsewhere outside Australia except to institutional and professional investors in jurisdictions whereby the Offers are exempt from local prospectus or registration requirements. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that you have complied with these restrictions.

Nominees and custodians

Nominees and custodians may not submit an Application Form on behalf of any Shareholder resident outside Australia without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.14.1 Singapore

This document and any other materials relating to the New Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Options, may not be issued, circulated or distributed, nor may the New Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Options or the underlying shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

2.14.2 Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Options may not be offered or

sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

2.14.3 United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the New Options.

The New Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (“relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

2.15 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary, on +61 8 9485 0990.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Placement Options Offer is to offer Eligible Investors who participated in the Australian Placement 1 free New Option for every 3 Shares subscribed for under the Australian Placement.

The purpose of the Broker Options Offer is to satisfy the Company's agreement to issue 50,000,000 New Options to Euroz and Inyati (or their nominees).

In addition to the above purposes, the Offers are being made under this Prospectus to remove any trading restrictions attaching to the New Options and any Shares issued on exercise of the New Options. The Company confirms that:

- (a) the New Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) the Offers are being made such that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Subject to the New Options being granted to Official Quotation on the ASX, holders of the New Options will be able to trade the New Options on the ASX and will be able to exercise the New Options into Shares and trade those Shares without the need for additional disclosure and without any trading restrictions.

3.2 Effects of the Offers

The principal effects of the Offers, assuming all New Options offered under the Prospectus are issued, will be:

- (a) an increase in the number of Options currently on issue from 251,000,000 as at the date of this Prospectus to 789,888,890; and
- (b) to remove any trading restrictions attaching to the New Options and to enable the on-sale of any Shares issued on exercise of the New Options issued under this Prospectus.

3.3 Effect of the Offers on capital structure

The effect of the Offers on the capital structure of the Company, assuming all New Options are issued, is set out below.

Shares ¹	Number
Shares currently on issue	22,118,655,043
Shares to be issued under the Placement	2,200,000,005
Shares offered pursuant to the Offers	Nil
Total Shares on completion of the Offers	24,318,655,048

Options	Number
Options currently on issue ²	251,000,000
New Options offered pursuant to the Placement Options Offer ³	488,888,890
New Options offered pursuant to the Broker Options Offer ^{3,4}	50,000,000
Total Options on completion of the Offers	789,888,890

Performance Rights	Number
Performance Rights currently on issue	260,669,586
Performance Rights offered pursuant to the Offers	Nil
Total Performance Rights on completion of the Offers	260,669,586

Warrants	Number
Warrants currently on issue	Nil
Warrants offered pursuant to the Offers	Nil
Warrants issued to Investors in the UK Placement ⁵	244,444,442
Warrants to be issued to Cavendish ⁵	25,000,000
Warrants on completion of the Offers	269,444,442

Notes:

- The rights attaching to the Shares are summarised in Section 4.1 of this Prospectus.
- Comprising of:
 - 50,000,000 unlisted Options exercisable at \$0.05 on or before 8 November 2024;
 - 90,000,000 unlisted Options exercisable at \$0.02 on or before 17 November 2025;
 - 36,000,000 unlisted Options exercisable at \$0.06 on or before 22 February 2025; and
 - 75,000,000 unlisted Options exercisable at \$0.02 on or before 13 February 2026.
- The rights attaching to the New Options are summarised in Section 4.2 of this Prospectus.
- The issue of the Broker Options is subject to Shareholder approval at the General Meeting.
- The Warrants will be issued on the same commercial terms as the New Options.

The capital structure on a fully diluted basis as at the date of this Prospectus is 22,630,324,629 Shares and on completion of the Placement, the Offers (assuming all New Options offered under this Prospectus are issued and exercised into Shares) and the issue of the Warrants to the investors in the UK Placement and to Cavendish, would be 25,638,657,966 Shares.

3.4 Financial effect of the Offers

No funds will be raised from the Placement Options Offer and the Broker Options Offer as the New Options are being issued for nil cash consideration. However, if all New Options (including the Broker Options) are exercised into Shares, the Company will receive approximately \$4,041,667.

The expenses of the Offers are estimated to be approximately \$31,457. The expenses of the Offers will be met utilising the Company's existing cash reserves.

Accordingly, the immediate financial effect of the Offers will be to reduce the Company's existing cash reserves by \$31,457.

3.5 Substantial Shareholders

As at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Investor	Holding	%
Computershare Clearing Pty Ltd <CCNL DI A/C>	5,173,866,333	23.39%
Citicorp Nominees Pty Limited	4,021,012,327	18.18%
HSBC Custody Nominees (Australia) Limited - A/C 2	1,334,013,031	6.03%

The Company confirms that no existing Shareholder will increase its shareholding to above 19.9% as a result of the Offers.

4. RIGHTS ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares in the Company currently on issue and the Shares that will be issued on the exercise of the New Options offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, a general meeting may be convened using virtual technology only, or at two or more venues, provided that the form of technology used provides all shareholders entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) subject to paragraphs (ii) and (iii), on a show of hands, each Shareholder present has 1 vote;
- (ii) where a Shareholder has appointed more than 1 person as representative, proxy or attorney for that Shareholder, none of the representatives, proxies or attorneys is entitled to vote on a show of hands;
- (iii) where a person is entitled to vote by virtue of paragraph (i) in more than 1 capacity, that person is entitled to only 1 vote on a show of hands; and
- (iv) on a poll, each Shareholder present:
 - (A) has 1 vote for each fully paid Share held; and
 - (B) for each other Share held has a fraction of a vote equivalent to the proportion which the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited) for the Share. When calculating this proportion, amounts paid in advance of a call are to be ignored.

(c) **Dividend rights**

The Board may determine that a dividend (including an interim dividend on account of the next forthcoming dividend) is payable and fix the amount, time for payment and method of payment. The methods of payment may include the payment of cash, the issue of Shares, the grant of options and the transfer of assets.

Any dividend or interim dividend is (subject to the rights of, or any restrictions on, the holders of Shares created or raised under any special arrangement as to dividend) payable on each Share on the basis of the proportion which the amount paid or agreed to be considered to be paid bears to the amount of total issue price for the time being paid or agreed to be considered as paid or payable in respect of the Share. The dividend may be fixed at a rate per annum in respect of a specified period but no amount paid on a Share in advance of calls is to be treated as paid on the Share.

(d) **Winding-up**

If the Company is wound up, whether voluntarily or otherwise, the liquidator may divide among all or any of the contributories as the liquidator thinks fit in specie or kind any part of the assets of the Company, and may vest any part of the assets of the Company in trustees on any trusts for the benefit of all or any of the contributories as the liquidator thinks fit.

If thought expedient, any division may be otherwise than in accordance with the legal rights of the contributories and, in particular, any class may be given preferential or special rights or may be excluded altogether or in part, but in case any division otherwise than in accordance with the legal rights of the contributories is determined, any contributory who would be prejudiced by the division has a right to dissent and ancillary rights as if the determination were a special resolution passed under the Corporations Act relating to the sale or transfer of the Company's assets by a liquidator in a voluntary winding up.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules or the AIM Rules for Companies.

All Shares can be traded on either the ASX or AIM. To trade Shares on AIM, Shares must first be transferred from the Company's Australian share registry into the form of Depository Interests (each of which represents a Share) held in a CREST account on the Company's UK sub-registry. The transfer process is relatively simple and is typically completed in a few days and is undertaken by contacting the Company's share registry, Computershare.

CREST is the UK equivalent of the CHES system in Australia for the electronic settlement and registration of share trades. To hold Shares in a CREST account, a Shareholder should contact an authorised UK stockbroker and establish an account with them. Alternatively, several Australian stockbrokers have existing accounts with UK stockbrokers that they can utilise for the purpose of trading in AIM shares by their clients. The Company can provide contact details for such stockbrokers in the UK and Australia which can facilitate trading Shares on AIM.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares or any other securities with preferred, deferred or other special rights, obligations or restrictions, whether in regard to dividends, voting, return of capital, payment of calls, rights of conversion or otherwise, as and when the Board may determine and on any other terms the Board considers appropriate.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 **Terms of the New Options**

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) fully paid ordinary share (**Share**) in the Company upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.0075 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 15 December 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option exercise notice (**Notice of Exercise**) and payment of the Exercise Price for each 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 Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five (5) 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 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 Options.

If a notice delivered under paragraph (g)(ii) is for any reason 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) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules, at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5. RISK FACTORS

5.1 Introduction

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.2 Key Investment Risks

(a) Early stage of operations

Part of the Group's Alaskan operations (Project Peregrine, Project Leonis, Project Phoenix and Icewine West) and the Namibian Licence (which the Company may earn up to a 45% working interest in) are at an early stage of development and future success will depend on the Directors' ability to successfully manage the current projects and to take advantage of further opportunities which may arise. There can be no guarantee that the Group can or will be able to, or that it will be commercially advantageous for the Group to, develop the Alaskan Blocks or the Namibian Licence (assuming the Company earns a working interest in the Namibian Licence).

Further, the Group has a growing asset base that is producing positive cash flows and its ultimate success will depend on the Directors' ability to implement their strategy, generate cash flow from economically viable projects across the portfolio and access equity markets. Whilst the Directors are optimistic about the Group's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved. The Group will generate minor income from commercial production, however in the meantime the Group will continue to expend its cash reserves and will, in due course, need to raise additional capital, which the Company anticipates would be by way of the issue of further Shares and/or by way of the farm-out of part of the Group's interests in the Alaskan or Texan Blocks but could also include financing through debt.

The Group's Alaskan projects and the Namibian Licence have no operating history upon which to base estimates of future cash operating costs. For early stage projects, estimates of proven and probable reserves and cash operating costs are, to a large extent, based upon the interpretation of geological data and feasibility studies which derive estimates of cash operating costs based upon anticipated recoveries, expected recovery rates, comparable facility and equipment operating costs, anticipated climatic conditions and other factors. As a result, it is

possible that actual cash operating costs and economic returns may differ materially from those estimated.

(b) **Country Risk – Namibia**

The Company, through its wholly owned subsidiary, Eighty Eight Energy (Namibia) (Pty) Ltd, has entered into a farm-out agreement with Monitor Exploration Ltd (**Monitor**) to acquire up to a 45% interest of Monitor's 75% interest in the Namibian Licence (**Monitor JV**). The Namibian Licence is located in Namibia, which is a developing country.

Risks and uncertainties of operating in developing countries include, but are not limited to, currency exchange rates, high rates of inflation, labour unrest, social unrest, civil disobedience, renegotiation or nullification of the Namibian Licence, licences, permits and contracts, changes in taxation policies, changing political conditions, war and civil conflict, lack of law enforcement, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes to oil and gas exploration policies or shifts in political attitude in Namibia may adversely affect the Namibian Licence and may have a material adverse effect on the Company's overall financial performance (assuming the Company earns a working interest in the Namibian Licence).

The legal system in Namibia may be less developed than more established countries, which may result in risk such as:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- (ii) a higher degree of discretion on the part of governmental agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and
- (v) relative inexperience of the judiciary and court in such matters.

Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares if the Company earns a working interest in the Namibian Licence.

(c) **Production of Texan Blocks**

The primary business of the Company is exploration for, and commercial development of, conventional and unconventional oil reservoirs, which is subject to the risks inherent in these activities. The Company has approximately a 62% average net working interest in the established Project Longhorn conventional oil and gas production assets, located in the Permian Basin on onshore Texas, U.S.A. Project Longhorn consists of 14 leases with 40 producing wells and associated infrastructure. These wells

are currently operated by a third party. The current and future operations of the Company may be affected by a range of factors, including:

- (i) geological conditions;
- (ii) the flow potential of oil reservoirs after any stimulation by hydraulic fracturing;
- (iii) limitations on activities due to seasonal weather patterns;
- (iv) alterations to exploration programs and budgets;
- (v) unanticipated operational and technical difficulties encountered in drilling, development, production and treatment activities;
- (vi) mechanical failure of operating plant and equipment;
- (vii) adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- (viii) unavailability of drilling, processing and other equipment;
- (ix) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment and labour;
- (x) prevention of access by reason of inability to obtain regulatory or landowner consents or approvals;
- (xi) terms imposed by government on the development of projects including conditions such as environmental rehabilitation and taxes;
- (xii) delays in completing feasibility studies and obtaining development approvals; and
- (xiii) risks of default or non-performance by third parties providing essential services.

No assurance can be given that future exploration will be commercially successful. The ongoing financial viability of the Company depends on the continued discovery and delineation of economically recoverable oil and gas reserves, design and construction of efficient processing facilities, and competent operational and managerial performance.

Development of a commercial oil and gas business is also dependent on the Company's ability to obtain necessary governmental and other regulatory approvals, including but, not limited to, environmental approvals on a timely basis. Development of a commercial oil and gas business is also dependent on the Company's ability to establish basic infrastructure such as (but not limited to) power, water, transport and housing to support its operations.

(d) **Reliance on operators**

Successfully exploring for, developing and commercialising oil and gas interests and generating cashflows from oil services activities depends on several factors not least of which is the technical skill of the personnel

involved. The Group's success will be, in part, dependent on the performance of its key managers and consultants. Failure to retain the managers and consultants, or to attract or retain additional key personnel, with the necessary skills and experience could have a materially adverse impact upon the Company's growth and profitability. In addition, the Group may not be the operator of certain oil and gas properties in which it acquires an interest. Additionally, the Group holds interests in certain of its oil and gas assets indirectly through intermediate companies which it does not control. This lack of control may lead to disputes between the Group and its partners. To the extent the Group is not the operator of its oil and gas properties, it will be dependent on such operators for the timing of activities related to such properties and will be unable to control the activities of the operators.

(e) **General exploration and production risks**

The business of exploration for, and development and exploitation of, hydrocarbon deposits is speculative and involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Hydrocarbon deposits assessed by the Group as contingent resources may not ultimately contain economically recoverable hydrocarbon reserves and even if they do, delays in the construction and commissioning of production projects or other technical difficulties may result in any projected target dates for production being delayed or further capital expenditure being required.

The operations of the Group may be disrupted, curtailed, delayed or cancelled by a variety of risks and hazards which are beyond the control of the Group, including unusual or unexpected geological formations, formation pressures, geotechnical and seismic factors, environmental hazards, industrial accidents, occupational and health hazards, technical failures, mechanical difficulties, equipment shortages, labour disputes, fires, explosions, power outages and extended interruptions due to inclement or hazardous weather conditions and other acts of God. Any one of these risks and hazards could result in work stoppages, damage to, or destruction of, the Group's facilities, personal injury, damage to life or property, environmental damage or pollution, business interruption, monetary losses and possible legal liability which could have a material adverse impact on the business, operations and financial performance of the Group. Although precautions to minimise risk are taken, even a combination of careful evaluation, experience and knowledge may not eliminate all of the hazards and risks. In addition, not all of these risks are insurable.

As is common with many exploration ventures, there is uncertainty and therefore risk associated with the Group's operating parameters and costs which can be difficult to predict and are often affected by factors outside of the Group's control. Few exploration assets are ultimately developed into producing assets. There can be no guarantee that any estimates of quantities of hydrocarbons discovered by the Group will be available to exploit or extract. If reserves are developed, it can take significant expenditure and a number of years from the initial phases of drilling and identification of hydrocarbons until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish hydrocarbon reserves through drilling and, in the case of new projects, to construct processing facilities and other relevant infrastructure. With many natural resources

operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions.

(f) **Hydrocarbon reserve and resource estimates**

No assurance can be given that the hydrocarbon resources and reserves reported by the Group from time to time are present as estimated, that reserves will be recovered in the quantities and at the rates estimated or that they can be brought into profitable production. Hydrocarbon reserve and resource estimates may require revisions and/or changes (either up or down) based on additional technical data, new interpretations of data, actual production experience and in light of the prevailing market price of oil and gas. A decline in the market price for oil and gas could render reserves uneconomic to recover and may ultimately result in a reclassification of reserves as resources.

There are uncertainties inherent in estimating the quantity of reserves and resources and in projecting future rates of production, including factors beyond the Group's control. Estimating the amount of hydrocarbon reserves and resources is an interpretive process and, in addition, results of drilling, testing and production subsequent to the date of an estimate may result in material revisions to original estimates.

The hydrocarbon resources data historically reported by the Company are estimates only and should not be construed as representing exact quantities. The nature of quantification studies means that there can be no guarantee that estimates of quantities and quality of the resources disclosed will be available for extraction. Therefore, actual production, revenues, cash flows, royalties and development and operating expenditures may vary from these estimates. Such variances may be material. Estimates of resources as reported by the Company may be based upon production data, prices, costs, ownership, geophysical, geological and engineering data, and other information assembled by the Group (which it may not necessarily have produced itself). The estimates may prove to be incorrect and potential investors should not place reliance on the forward-looking statements contained in such reports (including data that has been expressed to have been certified by the relevant competent persons or otherwise).

Hydrocarbon reserves and resources estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were reasonable when made may change significantly when new information from additional analysis and drilling becomes available. This may result in alterations to development and production plans which may, in turn, adversely affect operations. If the assumptions upon which the estimates of the Group's hydrocarbon resources and reserves have been based prove to be incorrect, the Group (or the operator of an asset in which the Group has an interest) may be unable to recover and produce the estimated levels or quality of hydrocarbons and the Group's business, prospects, financial condition or results of operations could be materially and adversely affected.

(g) **Farm-out and joint venture partners**

From time to time, the Group may enter into farm-out agreements to fund a portion of the exploration and development costs associated with its assets. In addition, other companies may operate some of the assets in

which the Group has an ownership interest. Liquidity and cash flow problems encountered by the Group's partners and co-owners of such assets and any non-compliance or disagreements by the partners and co-owners (including, without limitation, disputes as to funding required or otherwise) may lead to a delay in the pace of exploration, development or production programmes that may be detrimental to such programmes or may otherwise have adverse consequences for the Group. In addition, any farm-out partners and working interest owners may be unwilling or unable to pay their share of the costs of projects as they become due. In the case of a farm-out partner, the Group may have to obtain alternative funding in order to complete the exploration and development of the assets subject to the farm-out agreement. In the case of a working interest owner, the Group may be required to pay the working interest owner's share of the project costs in order to protect its interest in the asset. The Group cannot assure investors that it would be able to obtain the capital necessary in order to fund either of these contingencies. It is also possible that the interests of the Group and those of its joint venture partners (who may have other interests and who may prefer to dedicate their resources to other projects) are not aligned resulting in project delays or additional costs or losses.

Government approval may be required for farm-out transactions and negotiations with the government could delay exploration or development programmes or negatively impact the existing economics on a given Block or the Namibian Licence. The Group may from time to time seek farm-out partners. There can be no certainty that the Group will be successful in these searches. Should this be the case, the Group will continue to be responsible for the costs associated with its participating interest in such Blocks and the Namibian Licence (assuming that it earns a working interest in the Namibian Licence), and if the Group fails to allocate funds towards the minimum work programmes then there is a risk that the Group will lose its interest in such Blocks and the Namibian Licence.

Specifically, the Company has an interest in the Monitor JV. As the Company may earn a minority interest in the Monitor JV, there is a risk that if Monitor fails to perform its obligations under the joint venture arrangements, the Company may be exposed to material adverse effects to its financial position. There is also the risk of disputes arising with Monitor's joint venture partners, the resolution of which could also materially impact the Company or cause financial loss.

Additionally, the Company notes that its Project Phoenix JV partner, Burgundy Xploration LLC (**Burgundy**), has failed to meet ongoing obligations under the Project Phoenix Joint Operating Agreement (**JOA**) and has only partially cured its payment defaults by the requisite deadline of 30 November 2023 (refer the Company's announcement dated 31 October 2023 and 5 December 2023). As announced on 5 December 2023, the Company has received US\$2 million in funds from Burgundy as part settlement of the US\$3.745 million in unpaid cash calls (represented by US\$3,452,967 in relation to outstanding cash calls due plus interest of US\$292,505), and via its wholly owned subsidiary Accumulate Energy Alaska, Inc (**88E-Accumulate**) has entered into a further standstill arrangement with Burgundy to cure and pay the remaining outstanding funds of US\$1.745 million by 31 January 2024. If Burgundy fails to pay by this date, Burgundy will immediately transfer to 88E-Accumulate 50% of Burgundy's working interest in all of the Project Phoenix's Toolik River Unit

leases (or a pro rata amount of Burgundy's working interest if Burgundy pays some but not all of the outstanding cash calls amount by 31 January 2024) (**Transfer Interest**). Burgundy will also within 5 days after 31 January 2024, sign and return the Hickory-1 flow test authorisation for expenditure (**AFE**) at the revised working interest level post the Transfer Interest. If Burgundy has not made payment for its share of the AFE cost within 6 months after the due date of the AFE cash call, then Burgundy will transfer 50% of its remaining working interest in the Toolik River Unit leases, post the Transfer Interest.

Whilst the Company considers that the Placement enables the Company to undertake the Hickory-1 flow test despite the ongoing failure of Burgundy, there is a risk of additional financial failure or default by Burgundy under the Project Phoenix JV in relation remaining outstanding funds of US\$1.745 million, that may materially affect the Company. Whilst the Company has the right to receive the Transfer Interest if Burgundy fails to cure its ongoing default by 31 January 2024, and it maintains its rights under the JOA should Burgundy not be able to pay any future cash calls, including exercising the option to require Burgundy to relinquish its working interests in Project Phoenix and the joint venture, exercising these rights may incur additional financial burdens or obligations to the Company which may have a material adverse impact on the financial position of the Company and its plans to develop Project Phoenix.

(h) **Volatility in the price of oil and gas and the general economic climate**

The general economic climate and market price of, and demand for, oil and gas is volatile and is affected by a variety of factors which are beyond the Group's control. These include international supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, growth in gross domestic product, supply and demand of capital, employment trends, international economic trends, currency exchange rate fluctuations, the level of interest rates and the rate of inflation, the cost of freight, global or regional political events and international events, as well as a range of other market forces. The aggregate effect of these factors is impossible to predict. Sustained downward movements in oil and gas prices could render less economic, or wholly uneconomic, some or all of the exploration and potential future oil and gas production related activities to be undertaken by the Group.

(i) **Availability of drilling, exploration and production equipment**

The availability of drilling rigs and other equipment and services is affected by the level and location of drilling activity around the world. An increase in drilling operations outside the current focus area of the Group or in other areas may reduce the availability of equipment and services to the Group. Similarly, the Group may have difficulty sourcing the exploration and production equipment it requires in the timeframe envisaged by the Group's plans due to high global demand for such equipment. The reduced availability of equipment and services may delay the Group's ability to exploit any reserves and adversely affect the Group's operations and profitability.

(j) **Government regulations and permits**

The Company's exploration and appraisal blocks are located in Alaska, production leases in onshore Texas, and the Company has the right to

earn a working interest in an petroleum exploration licence in Namibia. There are a number of risks which the Group is unable to control. There is a risk that the Group's activities will be adversely affected by economic and political factors such as the imposition of additional taxes and charges, cancellation or suspension of licences and permits, expropriation, war, terrorism, insurrection and changes to the laws and regulations governing petroleum exploration and development, including labour standards and occupational health, site safety, toxic substances and other matters.

Governmental approvals, licences and permits (including the documents relating to the Blocks and the Namibian Licence) are, as a practical matter, subject to the discretion of the applicable governments or governmental offices. The Group must comply with existing standards, laws and regulations that may entail greater or lesser costs and delays, depending on the nature of the activity to be permitted and the permitting authority.

The Group's intended activities are dependent upon the documents relating to the Blocks and the Namibian Licence, and other appropriate licences, concessions, leases, permits and regulatory consents which could subsequently be withdrawn or made subject to limitations. There can be no guarantee as to the terms of any such concessions or assurance that current concessions or future concessions will be renewed or, if so, on what terms when they come up for renewal. Although the Directors believe that the Group's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules, laws and regulations will not be enacted or that existing or future rules and regulations will not be applied in a manner which could serve to limit or curtail exploration, production or development of the Group's business or have an otherwise negative impact on its activities. Amendments to existing rules, laws and regulations governing the Group's operations and activities, or increases in or more stringent enforcement, implementation or interpretation thereof, could have a material adverse impact on the Group's business, results of operations and financial condition and its industry in general in terms of additional compliance costs.

No assurance can be given regarding future stability in the United States, Namibia or any other country in which the Company may, in the future, have an interest.

(k) **Dependence on key executives and personnel**

The future performance of the Group will to a significant extent be dependent on its ability to retain the services and personal connections or contacts of key executives and to attract, recruit, motivate and retain other suitably skilled, qualified and industry experienced personnel to form a high calibre management team. Such key executives are expected to play an important role in the development and growth of the Group, in particular by maintaining good business relationships with regulatory and governmental departments and essential contractors and suppliers.

Although certain key executives and personnel have entered into service agreements or letters of appointment with the Group, there can be no assurance that the Group will retain their services. The loss of the services of any of the key executives or personnel may have a material adverse

effect on the business, operations, relationships and/or prospects of the Group.

(l) **Labour**

Certain of the Group's operations may be carried out under potentially hazardous conditions. Whilst the Group intends to operate in accordance with relevant health and safety regulations and requirements, the Group remains susceptible to the possibility that liabilities might arise because of accidents or other workforce-related misfortunes, some of which may be beyond the Group's control. Shortage of labour or of skilled workers may cause delays or restrictions during exploration and development activities.

(m) **Risks associated with the need to maintain an effective system of internal controls**

The Group faces risks frequently encountered by developing companies such as under-capitalisation, cash shortages and limited resources. In particular, its future prospects will depend on its ability to manage growth and to continue to maintain, expand and improve operational, financial and management information systems on a timely basis, whilst at the same time maintaining effective cost controls. Any damage to, failure of or inability to maintain, expand and upgrade effective operational, financial and management information systems and internal controls in line with the Group's growth could have a material adverse effect on the Group's business, financial condition and results of operations.

(n) **Environmental, health and safety and other regulatory standards**

The projects in which the Group invests and its exploration and potential production activities are subject to various laws and regulations relating to the protection of the environment (including regular environmental impact assessments and the obtaining of appropriate permits or approvals by relevant environmental authorities) and are also required to comply with applicable health and safety and other regulatory standards. Environmental legislation in particular can, in certain jurisdictions, comprise numerous regulations which might conflict with one another and which cannot be consistently interpreted.

Such regulations typically cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. The Group may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. Consequently, although all necessary environmental consents for the Group's activities will be obtained and the Group intends to operate in accordance with applicable petroleum industry standards of environmental practice and comply in all material respects, full compliance with applicable environmental laws and regulations may not always be ensured.

Any failure to comply with relevant environmental, health and safety and other regulatory standards may subject the Group to extensive liability, fines and/or penalties and have an adverse effect on the business and operations, financial results or financial position of the Group. Furthermore, the future introduction or enactment of new laws, guidelines and regulations could serve to limit or curtail the growth and

development of the Group's business or have an otherwise negative impact on its operations. Any changes to, and increases in, current regulation or legal requirements may have a material adverse effect upon the Group in terms of additional compliance costs.

(o) **Decommissioning and abandonment**

Upon cessation of any operations on a Block or to the extent required under the Monitor JV, the Group is and may be responsible for costs associated with abandoning infrastructure and restoring the operational sites by taking reasonable and necessary steps in accordance with generally accepted environmental practices in the international petroleum industry. The Group's environmental permits may specify commitments to governmental bodies for specific rehabilitation activities. At the end of the exploitation period, the relevant authority will confirm fulfilment, or require further work as necessary, to meet the permit conditions.

(p) **Retention of key business relationships**

The Group will rely significantly on strategic relationships with other entities, on good relationships with regulatory and governmental departments and upon third parties to provide essential contracting services. There can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed, and the Group could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance which causes the early termination or non-renewal of one or more of these key business alliances or contracts could adversely impact the Group, its business, operating results and prospects.

(q) **Project development risks**

There can be no assurance that the Group will be able to effectively manage the expansion of its operations or that the Group's current personnel, systems, procedures and controls will be adequate to support the Group's operations. This includes, among other things, the Group managing the acquisition of required land tenure, infrastructure development and other related issues affecting local and indigenous populations, their cultures and religions. Any failure of the Board to effectively manage the Group's growth and development could have a material adverse effect on the Group's business, financial condition and results of operations. There is no certainty that all or, indeed, any of the elements of the Group's current strategy will develop as anticipated and that the Group will be profitable.

(r) **Payment obligations, work commitments and other obligations under Blocks related agreements**

Under the agreements relating to the Blocks or the Monitor JV or otherwise to which the Group is, or may in the future become, a party, the Group is, or may become, subject to payment obligations, work commitments and other obligations. If such obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Group. The Group may not have, or be able to obtain, funding for all such obligations as they arise.

(s) **The Group's objectives may not be fulfilled**

The ability of the Board to implement the Group's strategy could be adversely affected by changes in the economy and/or industries in which it operates. Although the Group has a clearly defined strategy there can be no guarantee that its objectives or any of them will be achieved on a timely basis or at all. In particular, further projects and/or opportunities may not be available or of the quality or in the number required to satisfy the Group's requirements and therefore the anticipated development or growth of the Group may not be achieved. The Group's ability to attract new growth opportunities is also dependent on the maintenance of its reputation.

5.3 General Risks

(a) **Additional requirements for capital**

The funds raised under the Placement are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) **General economic conditions and other global or national issues**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.

General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

(c) **Equity market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares include economic conditions in Australia, the United Kingdom and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

(d) **Change in government policy and legislation**

Any material adverse changes in relevant government policies or legislation of Australia may affect the viability and profitability of the Company, and consequent returns to investors. The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.

(e) **Litigation risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(f) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(g) **Taxation**

The acquisition and disposal of Shares and the New Options will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with

respect to the taxation consequences of subscribing for New Options under this Prospectus.

5.4 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of Securities.

Existing and prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the New Options offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those New Options.

Before deciding whether to subscribe for New Options under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

6.2 Continuous Disclosure Obligations

As set out in the Important Notices Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
5 December 2023	Project Phoenix – JV Partner Update
29 November 2023	Proposed issue of securities - 88E
29 November 2023	Proposed issue of securities - 88E
29 November 2023	Successful Placement to Raise A\$9.9M

Date	Description of Announcement
28 November 2023	Trading Halt
14 November 2023	Investor Presentation - November 2023
13 November 2023	Proposed issue of securities - 88E
13 November 2023	Proposed issue of securities - 88E
13 November 2023	Investor Presentation - Onshore Namibia Farm-in to PEL 93
13 November 2023	Farm-in to Namibian Oil and Gas Acreage - PEL93
13 November 2023	Trading Halt
10 November 2023	Change of Director's Interest Notice 4x
10 November 2023	Notification of cessation of securities - 88E
6 November 2023	Hickory-1 - BFF Maiden Contingent Resource Estimate
31 October 2023	Quarterly Activities/Appendix 5B Cash Flow Report
30 October 2023	Project Phoenix - BFF Contingent Resource Estimate
17 October 2023	Completion of Small Holding Share Sale Facility
12 October 2023	Alaskan Portfolio Update
21 September 2023	Hickory-1 Well Flow Test Planning Update
18 September 2023	Notification of cessation of securities - 88E
14 September 2023	Cleansing Statement
14 September 2023	Application for quotation of securities - 88E
14 September 2023	Change of registry address
13 September 2023	Small Holding Share Sale Facility Update
8 September 2023	Cleansing Statement
8 September 2023	Application for quotation of securities - 88E
8 September 2023	Half Yearly Report and Accounts
5 September 2023	Hickory-1 Well Flow Test - Rig Contract Executed
31 August 2023	Change of Director's Interest Notice
31 August 2023	Proposed issue of securities - 88E
31 August 2023	Completion of Rights Issue Shortfall Placement
29 August 2023	Trading Halt
29 August 2023	Application for quotation of securities - 88E
29 August 2023	Completion of Rights Issue
9 August 2023	Rights Issue - Dispatch of Offer Document
9 August 2023	Rights Issue - Letter to Ineligible Shareholders
9 August 2023	Rights Issue - Letter to Eligible Shareholders

Date	Description of Announcement
31 July 2023	Notice under Section 708AA(2)(f) of the Corps Act 2001
31 July 2023	Proposed issue of securities - 88E
31 July 2023	Offer Document - Non-Renounceable Rights Issue
31 July 2023	Letter to SHSF Shareholders and Share Retention Form
31 July 2023	Rights Issue and Small Holding Share Sale Facility
31 July 2023	Quarterly Activities/Appendix 5B Cash Flow Report
31 July 2023	Investor Presentation - July 2023
31 July 2023	Project Peregrine Prospective Resources Update
3 July 2023	Acquisition of Additional Texas Oil & Gas Production Assets
27 June 2023	Project Leonis Update
23 June 2023	Hickory-1 Flow Testing Program and Post Well Analysis Update
16 June 2023	Notification of cessation of securities - 88E
31 May 2023	Notification of cessation of securities - 88E
11 May 2023	Results of Meeting
11 May 2023	AGM Presentation
3 May 2023	AGM Voting Instructions
2 May 2023	AGM Voting Status and Letter to Shareholders
26 April 2023	Quarterly Activities/Appendix 5B Cash Flow Report
20 April 2023	Project Leonis Acreage Awarded
19 April 2023	Investor Presentation - Hickory-1 Results & Forward Plan
11 April 2023	Hickory-1 Well To Proceed to Flow Testing
6 April 2023	Letter to Shareholders
6 April 2023	Notice of Annual General Meeting/Proxy Form
3 April 2023	Hickory-1 TD Reached - Additional Reservoir Identified
29 March 2023	Hickory-1 Operations Update
23 March 2023	Notice of AGM Date and Closing Date for Director Nominations
23 March 2023	Hickory-1 Surface Hole Completed
10 March 2023	Hickory-1 Well Spudded
9 March 2023	Notification of cessation of securities - 88E
8 March 2023	Appendix 4G
8 March 2023	Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at www.88energy.com.

6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.008	6 September, 7 September 2023
Lowest	\$0.0045	4 December 2023
Last	\$0.0045	4 December 2024

As the issue of the New Options under this Prospectus represents the first time the Company will have quoted Options on issue there are no previous closing market sale prices preceding the date of lodgement of this Prospectus that can be disclosed.

6.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

Security Holdings

Directors are not required under the Company's Constitution to hold any Securities to be eligible to act as a director. The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below:

Director	Shares	Options	Performance Rights
Stephen Staley	14,342,717	Nil	3,333,334
Ashley Gilbert	Nil	Nil	80,743,333
Philip Byrne	Nil	Nil	3,333,334
Joanne Kendrick	Nil	Nil	3,333,334

Notes:

1. Refer to the respective Appendix 3Y for each Director for further details with respect to their security holding.

Remuneration

The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in a general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to the Directors as disclosed in the Company's 2021 and 2022 Annual Reports and the proposed remuneration for the current financial year.

Director	Financial Year Ending 31 December 2023 (Proposed)	Financial Year Ended 31 December 2022 ¹	Financial Year Ended 31 December 2021 ¹
Stephen Staley	\$117,052 ²	\$156,531	\$80,269
Ashley Gilbert	\$912,637 ³	\$710,532	\$804,955
Philip Byrne	\$207,102 ⁴	\$245,881	\$79,435
Joanne Kendrick	\$124,039 ⁵	\$163,193	\$45,061

Notes:

1. Detailed remuneration breakdown is set out in the 2021 and 2022 audited remuneration report. The Directors' remuneration comprises base salary/fees, superannuation, non-cash benefits such as annual leave and equity-based benefits.

2. Comprising \$65,000 in salary & fees and \$52,052 in equity based payments.
3. Comprising \$542,108 in salary & fees, \$9,096 in annual leave, \$87,300 in bonuses, \$26,346 in superannuation and \$247,788 in equity based payments.
4. Comprising \$140,000 in salary & fees, \$15,050 in superannuation and \$52,052 in equity based payments.
5. Comprising \$65,000 in salary & fees, \$6,987 in superannuation and \$52,052 in equity based payments.

6.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the Australian solicitors to the Company in respect of the Prospectus. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$170,443 (excluding GST and disbursements) for legal services provided to the Company.

Euroz Hartleys Limited and Inyati Capital Pty Ltd have acted as brokers to the Australian Placement and Cavendish Capital Markets Limited has acted as broker to the UK Placement. Refer to Section 2.2 of this Prospectus for the fees to be paid to the Brokers. During the 24 months preceding lodgement of this Prospectus with the ASIC, Euroz Hartleys Limited, Inyati Capital Pty Ltd and Cavendish Capital

Markets Limited have been paid \$1,212,377, \$1,800,150 and \$1,948,939, respectively for corporate and lead manager services.

6.6 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as proposed directors (if applicable), any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Euroz Hartleys Limited and Inyati Capital Pty Ltd have given their written consent to being named as the Brokers to the Australian Placement in this Prospectus. Cavendish Capital Markets has given its written consent to being named as the Broker to the UK Placement in this Prospectus (noting that the Placement Options Offer is being made to participants in the Australian Placement only). Euroz Hartleys Limited, Inyati Capital Pty Ltd and Cavendish Capital Markets Limited have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

6.7 Estimated Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$31,457 (excluding GST) and are expected to comprise legal fees and other administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

6.8 Directors' authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

GLOSSARY

\$ or **A\$** means an Australian dollar.

£ means UK pound sterling.

AIM means the AIM Market operated by London Stock Exchange Plc.

AIM Rules means the AIM Rules for Companies published by London Stock Exchange Plc from time to time.

Alaskan Blocks means certain oil and gas leases located on the Central North Slope of Alaska in which the Company has an interest.

Applicant means an investor that applies for New Options pursuant to the Placement Options Offer or Broker Options Offer (as the case may be).

Application Form means the application form attached to or accompanying this Prospectus.

ASIC means Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the official listing rules of ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESSE.

Australian Placement has the meaning given in Section 2.1.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Blocks means the Alaskan Blocks and the Texan Block.

Board means the board of Directors as constituted from time to time.

Brokers means Euroz, Inyati and Cavendish.

Broker Options has the meaning given in Section 2.2.

Broker Options Offer means the offer of New Options to Euroz and Inyati (or their nominees) as set out in Section 2.4.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Cavendish means Cavendish Capital Markets Limited (a company incorporated in England and Wales, registered number 06198898).

Closing Date means the date specified in the timetable in the Section 1 (unless extended or closed earlier).

Company means 88E Energy Limited (ACN 072 964 179).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company at the date of this Prospectus.

General Meeting has the meaning given in Section 2.2.

Group means the Company and its subsidiaries.

Eligible Investors has the meaning given in Section 2.1.

Euroz means Euroz Hartleys Limited (ACN 104 195 057).

Investors has the meaning given in Section 2.1.

Inyati means Inyati Capital Pty Ltd (ABN 83 642 351 193).

Namibian Licence means the Petroleum Exploration Licence 93 (comprising of Blocks 1717 and 1817), located in the Owambo Basin, Republic of Namibia.

Monitor means Monitor Exploration Ltd.

Monitor JV means the farm-out agreement between the Company's wholly owned subsidiary, Eighty Eight Energy (Namibia) (Pty) Ltd, and Monitor to acquire up to a 45% interest of Monitor's 75% interest in the Namibian Licence.

New Option means an Option issued on the terms set out in Section 4.2.

Offers means the Placement Options Offer and Broker Options Offer the subject of this Prospectus and **Offer** means either of them (as the context requires).

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Opening Date means the opening date of the Offer as set out in the indicative timetable in Section 1.

Option means an option to acquire a Share, including where the context requires, New Options.

Optionholder means a holder of an Option.

Performance Rights means a performance right convertible into a Share upon the satisfaction of the relevant performance criteria.

Placement has the meaning given in Section 2.1.

Placement Options Offer means the offer of New Options to Eligible Investors as set out in Section 2.1.

Project Phoenix means certain oil and gas leases situated in the North Slope of Alaska, the United States, including the Icewine-1 and Hickory-1 wells.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares, Options, Warrants and/or Performance Rights as the context requires.

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

Shareholder means the holder of a Share.

Texan Blocks means certain oil and gas leases located in the Permian Basin on onshore Texas, U.S.A, in which the Company has an interest.

UK Placement has the meaning given in Section 2.1.

Warrant means a warrant to acquire a Share.