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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are not in the United Kingdom, another appropriately authorised professional adviser.**

**If you have sold or transferred all of your holding of Ordinary Shares, please forward this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee.**

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any Ordinary Shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. Accordingly, this document is not an approved prospectus for the purposes of, and as defined in section 85 of the Financial Services and Markets Act 2000 (as amended) and has not been prepared in accordance with the PRM, nor has it been approved by, or filed with, the FCA or by any other authority which could be a competent authority for the purpose of the PRM.

Applications will be made to the FCA and to the London Stock Exchange for the Consideration Shares and the Capacity Fee Shares to be admitted to the equity shares (transitions) category of the Official List and to trading on the Main Market, respectively. On the assumption that the Resolutions are passed, it is expected that Admission of the: (i) Consideration Shares will occur on Completion; and (ii) the Capacity Fee Shares on 21 April 2026.



(Incorporated in England and Wales with company number 8377465)  
Sub-division of the Existing Ordinary Shares into New Ordinary Shares  
Allotment of New Ordinary Shares  
and  
Notice of General Meeting

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Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 9 to 17 of this document and the recommendations made by the Board in connection with the Resolutions.

The Directors, whose names appear on page 8 of this document, and the Company accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (each of whom have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Tavira which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Tavira will not be responsible to anyone other than the Company for providing the protections afforded to customers of Tavira or for advising any other person on the arrangements described in this document. Tavira has not authorised the contents of, or any part of, this document and makes no representation or warranty, express or implied, as to the contents of this document and Tavira does not accept any liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any information.

Tavira has given and not withdrawn its consent to the inclusion in this document of the references to its name in the form and context in which they appear.

Notice of the General Meeting of the Company to be held at the offices of Howard Kennedy LLP, 1 London Bridge, London, SE1 9BG at 10.00 a.m. on 20 April 2026 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy as soon as possible. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned, in accordance with the instructions printed thereon, to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by post as soon as possible and, in any event, so as to arrive no later than 10.00 a.m. on 16 April 2026 (or, in the case of an adjournment, not later than 48 hours (excluding weekends and public holidays) before the time fixed for the holding of the adjourned meeting).

This document is dated 25 March 2026.

## **IMPORTANT INFORMATION**

### **General**

Neither the delivery of this document nor any subscription or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date of this document or that the information in this document is correct as at any time subsequent to its date.

The contents of this document are not to be construed as legal, business or tax advice. Each recipient should consult their own legal, financial or tax adviser for legal, financial or tax advice.

Each recipient should consult with such advisers as it needs to in order to make its investment decision and to determine whether it is legally permitted to hold shares under applicable laws or regulations. An investor should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

Investing in and holding the Ordinary Shares involves financial risk. Prior to investing and holding Ordinary Shares, potential investors should carefully consider all of the information contained in this Document. Potential investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information contained in this document and its personal circumstances.

Tavira and its respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to the Group, for which they would have received customary fees. Tavira and its respective affiliates may provide such services to the Group and any of their affiliates in the future.

### **Notice to overseas investors**

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The Ordinary Shares have not been, nor will they be, registered under the United States Securities Act, and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. The Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, Russia, Canada, the Republic of Ireland, the Republic of South Africa or Japan, nor has any prospectus in relation to the Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance.

Accordingly, the Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

## **No incorporation of website**

None of the content of the Company's website ([www.georginaenergy.com](http://www.georginaenergy.com)) (or any other website) or the content of any website accessible from hyperlinks on the Company's (or any other) website is incorporated into, or forms part of, this document.

## **Definitions**

Capitalised terms have the meanings ascribed to them in Part 3 (Definitions) of this document.

## **Presentation of financial information**

The Company publishes its consolidated financial statements in Pounds Sterling ("£", "GBP" or "Pounds Sterling"). The abbreviation "£m" represent millions of Pounds Sterling and references to "pence" and "p" represent pence in the UK, references to "€" or "EUR" are to the lawful currency of the European Union, and references to "\$" or "USD" are references to the lawful currency of the United States.

The financial information presented in a number of tables in this document has been rounded to the nearest whole number or the nearest decimal point. Therefore, the sum of the numbers in a column may not conform exactly to the total figure given for that column. In addition, certain percentages presented in the tables in this document reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

## **Market and industry information**

Market data and certain industry forecasts used in this document were obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable but that the accuracy or completeness of such information is not guaranteed. Similarly, internal surveys, reports and studies and market research, while believed by the Company to be reliable and accurately extracted by the Company for the purposes of this document, have not been independently verified and the Company makes no representation as to the accuracy of such information. The industry forecasts are forward-looking statements. See "Forward-looking statements" below.

## **Forward-looking statements**

This document and the information incorporated by reference into this document contains statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on intentions, beliefs or current expectations and projections about future events, and concerning, among other things, the business, results of operations, prospects, growth and strategies of, the Company or the Group, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "goals", "intends", "anticipates", "believes", "targets", "aims", "hopes", "continues" or "projects". Words or terms of similar substance or the negative thereof, are forward-looking statements, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Forward-looking statements include statements relating to: (a) future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (b) business and management strategies and the expansion and growth of the Company's and the Group's operations; and (c) the effects of economic conditions on the Company's or the Group's business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause actual results, performance or achievements of the Company or the Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results, performance or achievements of the Company or the Group to differ materially from the expectations of the Company or the Group include, among other things, general political, business and economic conditions, industry and market trends, competition, changes in government and changes in law, regulation and policy, including in relation to taxation as well as political and economic uncertainty (including, but not limited to, the Ukraine-Russia conflict), stakeholder perception of the Company or the Group and/or the sectors or markets in which it operates. Such forward-looking statements should therefore be construed in light of such factors.

Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

Neither the Company nor any of its Directors, officers or advisers provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date of this document.

Other than in accordance with its legal or regulatory obligations (including under the requirements of the FCA, the London Stock Exchange, the Listing Rules, the Disclosure Guidance and Transparency Rules, the PRM, MAR and the Takeover Code), neither the Company nor Tavira is under any obligation to, and each of the Company and Tavira expressly disclaims any intention or obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Rounding**

Percentages in tables have been rounded and accordingly may not add up to 100 per cent. certain financial data have also been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

### **Time**

All references to time are to London time unless stated otherwise.

### **No forecasts or estimates**

No statement in this document is intended as a profit forecast or estimate for any period.

No statement in this document should be interpreted to mean that earnings, earnings per share or income, cash flow from operations or free cash flow for the Group, for the current or future financial years would necessarily match or exceed the historical published earnings, earnings per share or income, cash flow from operations or free cash flow for the Group.

## KEY STATISTICS

Number of Existing Ordinary Shares in issue as at the date of this document	127,593,987
Number of New Ordinary Shares immediately following the sub-division but before allotment of the Consideration Shares and the Capacity Fee Shares	127,593,987
Number of Deferred Shares	127,593,987
Number of Consideration Shares to be issued pursuant to the Acquisition	43,193,676
Number of Capacity Fee Shares to be issued pursuant to the ATM Facility	2,000,000
Number of ATM Shares	up to £2,500,000
Number of Convertible Securities on Admission	132,776,023
Initial number of CTP Loan Note Shares	43,816,088
Enlarged Share Capital on Admission	172,787,663
Number of Consideration Shares as a percentage of the Enlarged Share Capital immediately following completion of the Acquisition	25%
TIDM	GEX
ISIN	GB00BSMN5L80
SEDOL	BSMN5L8

### EXPECTED TIMETABLE OF PRINCIPLE EVENTS

Publication of this document and Notice of General Meeting and Forms of Proxy	25 March 2026
Last time and date for receipt of Forms of Proxy	10.00 a.m. 16 April 2026
General Meeting	10.00 a.m. 20 April 2026
Admission of Consideration Shares issued	Completion
Capital Reorganisation Record Date	6.00 p.m. on 20 April 2026
Admission of Capacity Fee Shares	8.00 a.m., 21 April 2026
Commencement of dealings in New Ordinary Shares	8.00 a.m., 21 April 2026
Expected date for New Ordinary Shares to be credited to CREST	21 April 2026
Despatch of definitive certificates for New Ordinary Shares	Within 10 business days of Admission

Note:

- (1) References to times and dates in this document are to London times and dates (unless otherwise stated).
- (2) The times set out in the expected timetable of principal events above and mentioned throughout this document are times in London unless otherwise stated, and may be adjusted by the Company either in its sole discretion or in consultation with or, if required, with the agreement of CTP, in which event details of the new times and dates will be notified to, where appropriate, Shareholders.
- (3) Certain of the events in the above timetable are conditional upon the satisfaction of the conditions to the Acquisition.

## **DIRECTORS, COMPANY SECRETARY AND ADVISERS**

Directors	Peter Bradley (Non-Executive Chairman) Anthony Hamilton (Chief Executive Officer) Mark Wallace (Chief Financial Officer) John Heugh (Executive Technical Officer) Roy Pitchford (Non-Executive Director)  The business address of each of the Directors is the Company's registered office
Company Secretary	Silvertree Partners  20 North Audley Street  London  W1K 6LX
Registered Office	167-169 Great Portland Street  Fifth Floor  London  W1W 5PF
Website	<a href="http://www.georginaenergy.com">www.georginaenergy.com</a>
Financial Adviser	Tavira Financial Limited  13th Floor, 88 Wood Street  London  EC2V 7DA
Legal Adviser to the Company as to UK law	Howard Kennedy LLP  1 London Bridge  London  SE1 9BG
Registrars	Neville Registrars  Neville House  Steelpark Road  Halesowen  B62 8HD

## PART 1 – LETTER FROM THE NON-EXECUTIVE CHAIRMAN

### *Directors*

### *Registered Office*

Peter Bradley (*Non-executive Chairman*)

167-169 Great Portland Street

Anthony Hamilton (*Chief Executive Officer*)

Fifth Floor

Mark Wallace (*Chief Financial Officer*)

London

John Heugh (*Executive Technical Officer*)

W1W 5PF

Roy Pitchford (*Non-executive Director*)

## ACQUISITION, CAPITAL REORGANISATION AND NOTICE OF GENERAL MEETING

### 1. Introduction

Georgina is an early-stage well-redevelopment company with a strategy of actively pursuing the exploration, commercial development and monetisation of helium, hydrogen and hydrocarbon interests located in the Amadeus and Officer Basins in the Northern Territory and Western Australia.

As at the date of this document Georgina has two principal onshore interests held through its wholly owned Australian subsidiary, Westmarket O&G. The first, the Hussar Prospect, in which Westmarket O&G has a 100% working interest, is located in the Officer Basin in Western Australia. The second, the Mount Winter Prospect, is located in the Amadeus Basin in the Northern Territory, and in which Westmarket O&G has a right to earn an initial 75% interest in (with the potential to reach 90%) by virtue of the Farmout Agreement.

On 11 November 2025, the Directors announced arrangements regarding the proposed acquisition by the Company of the entire issued share capital of two wholly owned subsidiaries of Central Petroleum Limited (Frontier O&G and Ordiv Petroleum). Together, the Targets hold interests in two Exploration Permits namely: (i) 30% interest in Mt Kitty; and (ii) 45% interest in Dukas. A third asset, EP81, that was announced as part of the Acquisition has since been excluded due to the lack of geological data and the early stage of the project. A third asset, EP81, that was announced as part of the Acquisition has since been excluded due to the lack of geological data and the early stage of the project.

In consideration for the Acquisition, the Company will issue such number of Consideration Shares as is equal to 33.3% of its current issued share capital, with the result that CTP will hold 25% of the Company's share capital following completion of the Acquisition, on a fully diluted basis.

Additionally, under the terms of the Acquisition, CTP will have a right to receive such number of additional New Ordinary Shares (in the form of the CTP Loan Note Shares) as is equal to 33% of any Convertible Securities existing at the date of Completion via the CTP Convertible Loan Notes, subject only to the conversion of the underlying Convertible Securities and allotment of New Ordinary Shares by the Company. For the avoidance of doubt, Convertible Securities includes any ATM Shares issued under the ATM Agreement.

Accordingly, CTP's aggregate interest in the Company both following completion of the Acquisition and after conversion or exercise of any Convertible Securities existing at the date of Completion will be equal to, will remain at, and cannot exceed 25% of the Company's issued share capital on a fully diluted basis.

## 2. Background to and reasons for the Acquisition

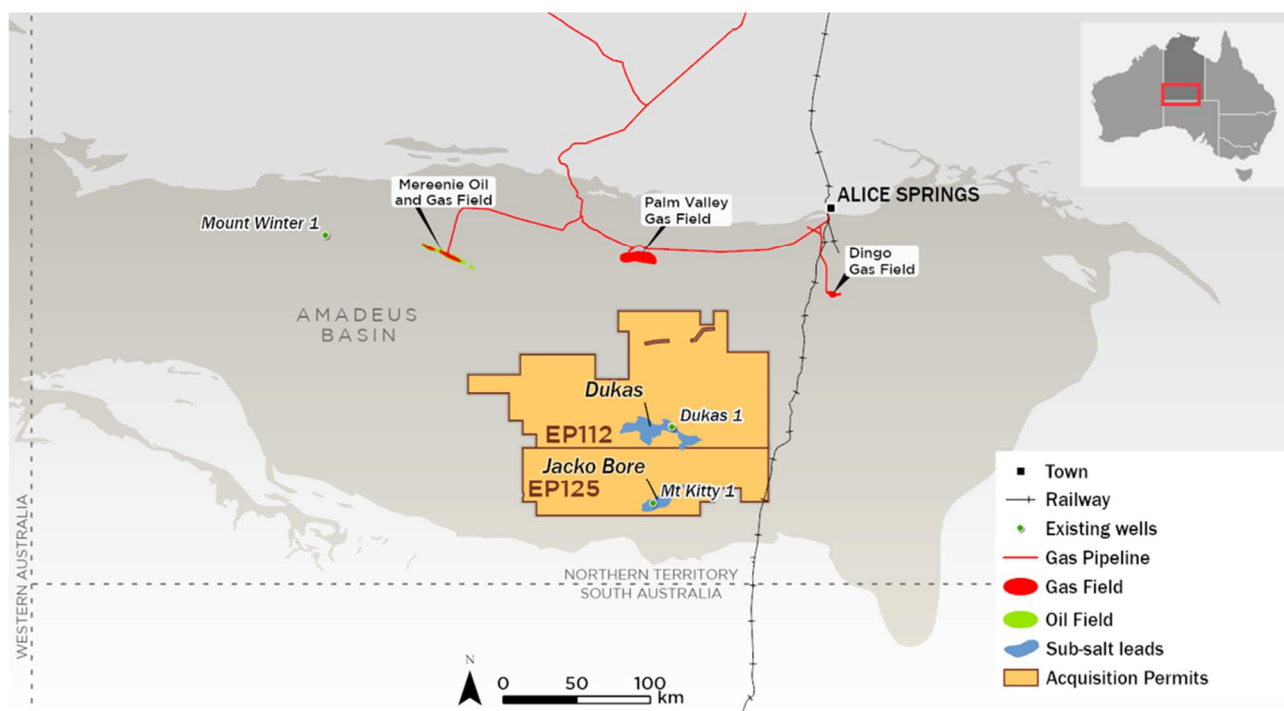
Through its wholly owned subsidiary, Westmarket O&G, the Company maintains the rights to the exploration and possible exploitation of two large prospective structures: the Mt Winter Prospect in the Amadeus Basin in the Northern Territory and in the Western Officer Basin, the Hussar Prospect in Western Australia. Both are locations that have the potential for multi-BCF volumes of helium, hydrogen, and in these mega-structures.

Following its admission to the Official List in July 2024 the Company has continued to review and evaluate opportunities to expand its portfolio of assets.

Both Tenements that are the subject of the Acquisition are within proximity to the Mt Winter Prospect in the Amadeus Basin and are, in the Directors' opinion, of significant scale and represent advanced re-entry prospects, with Dukas considered a mega-structure and potentially the largest identified helium, hydrogen and hydrocarbon prospect to date in Australia.

Following Completion, the Company intends to convert these Resources to Proven and Probable Reserve status.

## 3. The Tenements



The Company has commissioned an independent report into the potential Resources at the Tenements based on existing data provided by CTP and Santos.

The Resource estimates calculated by CTP and Santos utilised probabilistic Monte Carlo simulation, a statistical approach to the uncertainty associated with their estimates. The following table summarises the comparison of unrisked SPE PRMS Prospective (Recoverable) Resource P50/2U resource estimates between the evaluations completed by CTP and Santos and the current analysis prepared on behalf of the Company:

	Units	Prospective Resource Estimate					
		1C Helium		2C Hydrogen		3C Hydrocarbons	
		CTP/Santos	Georgina	CTP/Santos	Georgina	CTP/Santos	Georgina
<b>EP 125 Mt Kitty</b>							
Helium	BCFG	3	2	18	21	55	162
Hydrogen	BCFG	4	2	22	27	69	207
Natural Gas	BCFG	7	4	39	45	117	323
<b>EP 112 Dukas</b>							
		P50/2U Helium		P50/2U Hydrogen		P50/2U Hydrocarbons	
		CTP/Santos	Georgina	CTP/Santos	Georgina	CTP/Santos	Georgina
Helium	BCFG	13	0.4	89	175	816	2,451
Hydrogen	BCFG	16	0.02	113	219	470	3,129
Natural Gas	BCFG	100	20	577	991	2,193	10,920

#### 4. Current Operations

##### *Hussar Prospect*

Following the Company's admission to the Official List in July 2024, due to improved technological methods and collation of more data, a Resource evaluation was undertaken reflecting a significant increase in Resource estimates across Hussar for helium, hydrogen and natural gas of approximately 20 per cent. over those announced in 2024.

	Unit	Updated Estimate			Original CPR		
		1U	2U	3U	1U	2U	3U
Helium	BCFG	6.59	185	2,561	6.22	155	2,046
Hydrogen	BCFG	1.43	205	3,130	1.35	173	2,501
Hydrocarbons	BCFG	104	1,909	15,082	100	1,750	13,000

The Company has also completed a site and airstrip inspection, preliminary engineering, and environmental survey with the traditional landowners addressing heritage matters; a requirement of the drill permit granting process from Department of Energy Mines Industry Regulation and Safety.

A project scoping study has also been finalised by an independent consultant confirming:

- **Project viability:** The study confirms the potential for a commercial gas field development at Hussar, capable of producing helium, hydrogen, LNG, and argon
- **Strong financials:** A 40MMscfd raw gas flow scenario generates an IRR of 27.3% and an NPV of US\$1.64 billion (10% discount rate)
- **Revenue potential:** Pre-tax profits estimated between US\$7.3 million to US\$208 million per annum, depending on production rates and gas prices
- **Capital Expenditure:** US\$1.13 billion (for a 40MMscf/day separation plant)

In October 2025 the Company announced that it had received formal approval from the Western Australian Department of Mining, Petroleum and Exploration to drill the Hussar Prospect, allowing the Company, through Westmarket O&G, to extract helium, hydrogen and natural gas from the Hussar Prospect.

The approval also enables the Company to commence works on infrastructure comprising access roads, drilling pad and airstrip to facilitate the mobilisation of a drilling rig and support equipment to site.

#### *Mt Winter Prospect*

In relation to Mt Winter, the Company announced on 20 February 2025 that it had reached an agreement to acquire 100% of the working interest in EPA155 (Mt Winter) held by Mosman Oil & Gas Plc, a subsidiary of Oilco Pty Ltd, subject to the execution of formal contracts of sale.

Upon the execution of the ALRA Agreement (the terms of which have been provided and will be executed subject to traditional landowner approval) and the granting of an Exploration Permit, in accordance with the sale and purchase agreement between Oilco and Westmarket Oil and Gas, the Company's 100% interest will be registered.

In May 2025 the Company announced a Resource upgrade following the successful completion of seismic data reprocessing and re-mapping that enabled a comprehensive review of the Resource potential of the Mt Winter Prospect, resulting in an increase in net attributable 2U Prospective (Recoverable) Resources of 15% of both helium and hydrogen and a 3% increase in net attributable 2U Prospective (Recoverable) Resources of natural gas.

	Unit	Updated Estimate			Original CPR		
		1U	2U	3U	1U	2U	3U
Helium	BCFG	5.68	127	1,072	6.08	111	447
Hydrogen	BCFG	0.95	117	1,310	1.01	101	546
Hydrocarbons	BCFG	67	944	6,311	75	915	2903

Ahead of the finalisation of the acquisition of Mount Winter, the Company has provided the Northern Territory Department of Mining and Energy with a detailed Well Re-entry and Management Plan, HSE safety plan and a comprehensive Environmental Management Plan.

Upon re-entry, the Company plans to test Mount Winter for the presence of HE3.

## 5. **Financing**

It is the Company's intention to fund development of the Prospects in accordance with the Harlequin Agreement with the Company's ad-hoc working capital requirements met through the use of the ATM Facility.

As has previously been announced, the Acquisition is conditional on, amongst other things, the Company having completed an equity capital raising of at least £7 million in cash. The terms of the Acquisition Agreement are being revised in light of both the ATM Facility and the Harlequin Agreement.

#### *ATM Facility*

The Company entered a "at-the-market" (ATM) facility with Riverfort Global Opportunities PCC Ltd for up to £10 million of New Ordinary Shares.

Under the terms of the ATM Facility, at the Company's request, Riverfort may subscribe, at nominal value, for such number of Ordinary Shares as may be agreed between the parties. Following the issue and allotment

of the relevant Ordinary Shares, and in consideration of both the one-off payment of the Capacity Fee (via the allotment of the Capacity Fee Shares) and the deduction of the ATM Costs for each tranche of Ordinary Shares subscribed for, RiverFort shall use reasonable endeavours to sell or procure the sale of the relevant Ordinary Shares on behalf of the Company.

Notwithstanding that the ATM Facility is for up to £10 million, the Company intends to seek Shareholder authority at the General Meeting to issue Ordinary Shares up to £2.5 million to fund the Company's ad-hoc working capital requirements.

RiverFort undertakes to the Company that it shall use all its reasonable endeavours to obtain fair market value for the Ordinary Shares and not to, save with the prior written consent of the Company, sell Ordinary Shares: (a) in excess of 20% of the volume of shares traded in that calendar week; and (b) at a price lower than 10% below the previous trading day's volume weighted average price.

Riverfort may only subscribe for such number of Ordinary Shares at any time as will not trigger a Mandatory Offer Obligation.

Under the ATM Facility the Company is required to pay the Capacity Fee following the approval of the Resolutions, such amount to be satisfied through the allotment of Ordinary Shares, at a price to be determined between the parties.

The Capacity Fee Shares will, when issued following the General Meeting, be free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the New Ordinary Shares in issue following the Capital Reorganisation, including the right to receive all dividends and other distributions declared, made or paid with a record date falling after Admission.

#### *Harlequin Agreement*

on 2 March 2026 the Company entered into a framework supply and off-take agreement with Harlequin Energy Limited.

Under the terms of the Harlequin Agreement, for a period of 18 months and, subject to execution of the necessary Project Off-take Agreement, Georgina grants Harlequin an exclusive option to purchase 100% of production at the relevant Prospects and Harlequin agrees to fund all relevant exploration and development costs reasonably required at the Prospects.

In addition, Harlequin shall, at its sole cost and risk, in addition to all exploration and development costs be responsible for the design, financing, construction, ownership and operation of gas processing facilities; helium and hydrogen separation units; cryogenic purification systems and all related downstream infrastructure. Georgina shall have no obligation to fund, construct, operate or maintain any such facilities unless expressly agreed in writing.

Georgina is not obliged to sell, or Harlequin to purchase, products from any Prospect unless a Project Off-take Agreement has been executed.

Under the terms of the Harlequin Agreement, Harlequin may provide prepayment financing against future deliveries of products, subject to agreed commercial terms. Harlequin may also provide optional development or acceleration funding to support drilling, appraisal or production activities, however no funding obligation exists unless agreed in writing between the parties.

## **6. The Acquisition**

Under the terms of the Acquisition Agreement, completion of the Acquisition is conditional on a number of conditions, which as at the date of this document, remain to be met or waived by the parties thereto

including: (i) the passing of the Resolutions; and (ii) Admission. Admission will be the final condition to be fulfilled and, as such, completion of the Acquisition will occur automatically upon Admission whereupon an announcement will be made by the Company through a RIS.

The Company and CTP are negotiating the amendment of the Acquisition Agreement and waiver of certain conditions in light of, inter alia, the Company's planned financing arrangements set out in paragraph 5.

There will be no proceeds received by the Company as a result of the issue of the Consideration Shares and CTP Loan Note Shares in connection with the Acquisition. There are no commissions, fees or expenses to be charged to investors by the Company.

The Consideration Shares and CTP Loan Note Shares will, when issued, be free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the New Ordinary Shares in issue following the Capital Reorganisation, including the right to receive all dividends and other distributions declared, made or paid with a record date falling after Admission.

#### **7. Dilutionary impact of the Acquisition and the ATM Facility**

Subject to the approval of the Resolutions: (i) 43,193,676 New Ordinary Shares will be issued on Completion to CTP in the form of the Consideration Shares; and (ii) up to 2,000,000 New Ordinary Shares will be issued to RiverFort in the form of the Capacity Fee Shares following the General Meeting.

On Admission, Shareholders will hold, in aggregate, approximately 73.84 per cent. of the Enlarged Share Capital with CTP holding 25 per cent. following the allotment of the Consideration Shares, and the maximum number of Capacity Fee Shares representing 1.16 per cent. each Shareholder being diluted by up to 26.16 per cent.

Under the terms of the Acquisition, CTP will have a right to receive such number of additional New Ordinary Shares (in the form of the CTP Loan Note Shares) as is equal to one-third of any Convertible Securities existing at the date of Completion via the CTP Convertible Loan Notes, which, for the avoidance of doubt, includes any Ordinary Shares issued under the ATM Agreement.

At the General Meeting, the Company is seeking authority to raise up to £2.5 million under the ATM Facility through the allotment of the ATM Shares.

As at the date of this document, (following execution of the ATM Agreement but prior to the allotment of the Capacity Fee Shares) the Company has issued Convertible Securities equal to 134,776,023 Ordinary Shares.

Accordingly, as at the date of this document, a maximum of 43,816,088 Ordinary Shares can be issued pursuant to the CTP Loan Notes.

#### **8. Capital Reorganisation**

For extended periods during the last 12 months the mid-market price of the Existing Ordinary Shares has been trading below or slightly above the nominal value of £0.05.

As the Company is not permitted by law to issue shares at an issue price which is below their nominal value, the Company's ability to raise funds from investors has historically been limited due to the proximity of the mid-market price of the shares to their nominal value. Whilst the Board's objective is to achieve the highest possible issue price for the Company when issuing shares, it is cognisant that the Company has, at times in the past, been unable to issue shares at a sufficient discount to their market price in order to attract further equity investment into the business.

In order to enable the Company to issue shares at an issue price which exceeds their nominal value, shareholder approval is being sought at the General Meeting to complete a subdivision of the Existing Ordinary Shares into 1 New Ordinary Share and 1 Deferred Share.

To give effect to the Capital Reorganisation the Articles will need to be amended to make changes to allow the creation of the Deferred Shares. These amendments will also require Shareholders' approval at the General Meeting.

In the Notice, Resolution 1 seeks Shareholder approval for the Capital Reorganisation and is conditional upon Resolution 4 being passed, which seeks Shareholder approval to amend the Articles.

Details of the Capital Reorganisation and the proposed amendments to the Articles are set out below.

### *Capital Reorganisation*

As at the date of this document, the total issued share capital of the Company is £6,379,699 divided into 127,593,987 Existing Ordinary Shares.

It is proposed that to effect the Capital Reorganisation, each of the Existing Ordinary Shares will be subdivided and converted into one New Ordinary Share of £0.01 each in the capital of the Company and one Deferred Share of £0.04 each in the capital of the Company.

### *New Ordinary Shares*

Each Shareholder's proportionate interest in the Company's issued ordinary share capital will, and thus the aggregate value of their holding should, remain unchanged as a result of the Capital Reorganisation.

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares in issue under the Articles of Association of the Company, including those relating to voting and entitlement to dividends.

The Deferred Shares will carry the rights as set out in the Articles and as summarised below.

It is expected that the effective date for dealings to commence in New Ordinary Shares will be 21 April 2026.

Following the Capital Reorganisation becoming effective but prior to the allotment of the Consideration Shares and the Capacity Fee Shares the ordinary share capital will comprise a total of 127,593,987 New Ordinary Shares. This assumes that no other shares are issued following the exercise of any Convertible Securities to subscribe for Existing Ordinary Shares between the date of this document and the date the Capital Reorganisation becomes effective (expected to be 8.00 a.m. on 21 April 2026).

Based on current UK tax legislation, the Capital Reorganisation should not be treated as a disposal for the purposes of UK capital gains tax. The Capital Reorganisation should also not be treated as giving rise to any distribution for income tax purposes. If you are in any doubt as to your personal tax status, you should consult your own professional adviser.

No new share certificates representing the New Ordinary Shares will be sent to Shareholders who hold Existing Ordinary Shares in certificated form. Accordingly, share certificates for the Existing Ordinary Shares will remain valid, and will only be replaced by share certificates for New Ordinary Shares when the old share certificates are surrendered for cancellation following the transfer, transmission or other disposal of New Ordinary Shares.

Holders of Convertible Securities over Existing Ordinary Shares will maintain the same rights as currently accruing to them and will not be issued with new certificates in respect of such convertible securities.

### *Deferred Shares*

The Deferred Shares created will be effectively valueless as they will not carry any rights to vote or dividend rights. In addition, holders of Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each of the holders of New Ordinary Shares have received a payment of £1,000,000 on each such share. The Deferred Shares will not be traded on the Main Market or listed and will not be transferable without the prior written consent of the Board. No share certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred Shares.

The intention is that Deferred Shares would be cancelled in due course following a court approved reduction of capital or other means, if available.

### *Changes to the Articles*

In connection with the Capital Reorganisation, the Company also proposes to amend the Articles to include the rights and restrictions attaching to the Deferred Shares, as set out above.

The Resolutions include a resolution to amend the Articles by including a new Article setting out the rights of the Deferred Shares as summarised above under the heading “Deferred Shares”.

## **9. General Meeting**

Following the Company's Annual General Meeting in 2025 the Company does not have sufficient authority to allot the Consideration Shares, the Capacity Fee Shares or the CTP Loan Note Shares. Further under the terms of the ATM Facility the Company requires sufficient headroom to issue ATM Shares from time to time in accordance with any use of the ATM Facility by the Company.

As noted above, the Company currently intends to raise up to £2.5 million under the ATM Facility through the allotment of the ATM Shares.

Accordingly the Board is convening the General Meeting to obtain additional authorities to allot and issue the Consideration Shares, the Capacity Fee Shares, the CTP Loan Note Shares and the ATM Shares on a non pre-emptive basis.

The General Meeting will be held at 10.00 a.m. on 20 April 2026. The formal notice of the General Meeting is set out at the end of this document. The purpose of the General Meeting is to: (i) seek approval to a Capital Reorganisation, which will also require amendments to the Articles; and (ii) obtain further authorities to enable the Board to allot the Consideration Shares, the Capacity Fee Shares, the CTP Loan Note Shares, the ATM Shares.

Resolutions 1 and 2 are proposed as Ordinary Resolutions. This means that, in accordance with the requirements of the Companies Act 2006 for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 3 and 4 are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Shareholders are encouraged to exercise their votes and submit their Form of Proxy as soon as possible in advance of the meeting and to appoint the Chairman of the meeting as their proxy, to ensure that their votes are registered. Details of how to appoint a proxy are set out in the notes below.

10. **Action to be taken**

Shareholders will find enclosed with this Circular a Form of Proxy for use in connection with the General Meeting. Shareholders are requested to complete and return the enclosed Form of Proxy as soon as possible.

To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to the Registrar by post as soon as possible and, in any event, so as to arrive no later than 10.00 a.m. on 16 April 2026 (or, in the case of an adjournment, not later than 48 hours (excluding weekends and public holidays) before the time fixed for the holding of the adjourned meeting). CREST members can also vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the General Meeting and voting in person should he subsequently wish to do so.

The results of the votes cast at the General Meeting will be announced as soon as possible, once known, through a Regulatory Information Service.

11. **Recommendation**

The Board considers that both the Acquisition and the Capital Reorganisation as well as the entry into the ATM Facility is in the best interests of the Company and its Shareholders as a whole and therefore unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own and associated holdings of 29,143,783 Existing Ordinary Shares (representing approximately 22.84 per cent. of the Company's current voting rights).

Yours faithfully,

Peter Bradley

*Non-executive Chairman*

## PART 2 – ADDITIONAL INFORMATION

### 1. Responsibility

The Company and each of the Directors, whose names are set out on page 8 of this Document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

### 2. The Company

2.1 The Company was incorporated and registered as a private limited company in England and Wales on 28 January 2013, and re-registered as a public limited company on 22 October 2018. The Company is limited by shares and subject to the provisions of the Companies Act. The Company's registered number is 08377465.

2.2 The Company's registered office is at 167-169 Great Portland Street, Fifth Floor, London, W1W 5PF, United Kingdom. The telephone number of the Company is +44 (0)20 7317 0644. The address of the Company's website is [www.georginaenergy.com](http://www.georginaenergy.com). Information on the Company's website does not form part of this document.

### 3. Share capital

3.1 As at the date of this document the issued and fully paid share capital of the Company is as follows:

	Existing Ordinary Shares	
	Nominal Value (£)	Number
As at the date of this document	6,379,699	127,593,987

3.2 On Admission the issued and fully paid share capital of the Company is as follows:

	New Ordinary Shares	
	Nominal Value (£)	Number
As at Admission	1,721,253	172,125,316

3.3 The issued and fully paid share capital of Georgina set out in the table above assumes: (i) the maximum number of Capacity Fee Shares is issued; (ii) both the Capacity Fee Shares and the Consideration Shares are admitted; and (iii) that no Ordinary Shares are issued between the date of this document and Admission other than Consideration Shares and the maximum number of Capacity Fee Shares.

3.4 The Existing Ordinary Shares are denominated in Pounds Sterling and have a nominal value of £0.05 each. The New Ordinary Shares are denominated in Pounds Sterling and have a nominal value of £0.01 each.

3.5 As at the date of this document, the Company holds no Ordinary Shares as treasury shares.

3.6 There are no Ordinary Shares held by or on behalf of Georgina or by any of the subsidiaries of Georgina.

3.7 As at the date of this document, (following execution of the ATM Agreement but prior to the allotment of the Capacity Fee Shares) the Company has issued Convertible Securities equal to 134,776,023 Ordinary Shares.

4. **Major shareholders**

4.1 As at the date of this document, the Company had been notified of or was otherwise aware of the following Shareholders who were directly or indirectly interested in 3 per cent. or more of the issued Existing Ordinary Shares:

Shareholder	No. of Existing Ordinary Shares	Percentage of Existing Ordinary Shares	No. of New Ordinary Shares following Admission <sup>1</sup>	Percentage of Enlarged Share Capital <sup>1</sup>
Westmarket <sup>2</sup>	27,943,579	21.90	27,943,579	16.17
CSS Alpha Fund	7,541,705	5.91	7,541,705	4.36
Robert Papiri	4,588,191	3.60	4,588,191	2.65
CTP	Nil	Nil	43,193,676	25

<sup>1</sup> Assuming no Existing Ordinary Shares are issued between the date of this document and Admission, other than the Consideration Shares and the maximum number of Capacity Fee Shares.

<sup>2</sup> Jointly owned by Anthony Hamilton and Mark Wallace

4.2 Save as disclosed in this paragraph 4, the Company is not aware of any person who, as at the date of this document, directly or indirectly, had a holding which exceeds 3 per cent. (and in the case of a fund management holding company, 5 per cent.) of the total voting rights attaching to the Company's issued Ordinary Share capital.

4.3 The Company is not aware of any person who, as at the date of this document, directly or indirectly, jointly or severally, exercises or could exercise control over the Company, nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

4.4 Following completion of the Acquisition, CTP with 25 per cent. interest in the Enlarged Share Capital will possess sufficient voting power to have an influence on matters requiring Shareholder approval.

4.5 None of the Shareholders referred to in this paragraph have different voting rights from any other holder of Ordinary Shares in respect of such shares held by them.

5. **Directors' interests**

The Directors in their capacity as Shareholders are interested in 29,143,783 Existing Ordinary Shares as at the date of this document (representing approximately 22.84 per cent. of the Company's issued ordinary share capital) and, on Admission following the allotment of the Consideration Shares and the Capacity Fee Shares, will be interested 29,143,783 New Ordinary Shares (representing approximately 16.87 per cent. of the Enlarged Share Capital):

	Total number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Total number of New Ordinary Shares on Admission	Percentage of the Enlarged Share Capital
Anthony Hamilton <sup>1</sup>	14,038,558	11.00	14,038,558	8.12
Mark Wallace <sup>2</sup>	14,038,558	11.00	14,038,558	8.12

Peter Bradley	266,667	0.21	266,667	0.15
John Heugh	Nil	Nil	Nil	Nil
Roy Ptichford	800,000	0.63	800,000	0.46

<sup>1</sup>Held through Leaky Boat and Westmarket

<sup>2</sup>Held through Mordale and Westmarket

## 6. Material contracts

Since the publication of the Company's prospectus in July 2024, the Company has entered into the following material contracts:

### 6.1 Acquisition Agreement

Under the terms of the Acquisition Agreement, in consideration for the allotment of the Consideration Shares and the CTP Loan Note, CTP agreed to sell to the Company 100% of the issued share capital for each of Frontier O&G, Helium Australia and Ordiv Petroleum, the holders of the Tenements.

Following the Capital Reorganisation, the Consideration Shares comprise 43,193,676 Ordinary Shares, equal to 25% of the Company's issued share capital on Admission.

Completion of the Acquisition is conditional on, amongst other things: (i) the passing of the Resolutions; and (ii) Admission.

The Company and CTP are negotiating the amendment of the Acquisition Agreement and waiver of certain conditions in light of, inter alia, the Company's planned financing arrangements set out in paragraph 5 of Part 1 of this document.

Under the terms of the Acquisition Agreement no extension for the fulfilment of a condition must extend beyond 11 May 2026.

Completion under the Acquisition Agreement will occur automatically upon Admission.

Following Completion, the Company is obligated to, amongst other things: (i) undertake drilling of the Mt Kitty tenement (EP125) by 6 June 2027; (ii) issue any top-up convertible notes if required by the Acquisition Agreement; and assist CTP in distributing some or all of the Consideration Shares.

The parties to the Acquisition Agreement provide customary warranties covering incorporation, authority, title and compliance. The Company's liability for warranty claims is subject to the following caps and thresholds: breaches of certain key warranties relating to corporate status, regulatory compliance and capital structure are 100% of the value amount, while all other claims are limited to 20% of the value amount.

The Acquisition Agreement is governed by and construed in accordance with the laws of Queensland and Australia, who have non-exclusive jurisdiction.

### 6.2 CTP Loan Note

Under the CTP Loan Note the Company will issue 43,816,088 unsecured convertible loan notes to CTP under the terms of the Acquisition Agreement, such number representing 33% of the Convertible Securities.

Each holder of CTP Loan Notes have the right at any time prior to the Maturity Date (as defined below), and provided rights or entitlements to acquire Ordinary Shares pursuant to a Convertible Security have been exercised or converted by a holder of such instrument (howsoever described

according to the terms of the relevant Convertible Security), to convert some or all of the notes held by such noteholder, up to a maximum number of notes as corresponds to such noteholder's pro rata share of the Relevant Conversion Shares, on the basis of each such Note being converted at the Conversion Price.

Upon such notification the Company will be obligated to convert the relevant Notes into fully paid Shares at the Conversion Price in accordance with the terms of the CTP Loan Note.

On 30 November 2030 or, if later, the date falling 30 days after the last day for exercise or conversion of Convertible Securities (the "Maturity Date"), the principal amount of the notes outstanding under the CTP Loan Note shall be reduced to zero and any outstanding notes will be cancelled by the Company.

### 6.3 ATM Facility

Under the terms of the ATM Facility, at the Company's request, Riverfort may subscribe, at nominal value, for such number of Ordinary Shares as may be agreed between the parties. Following the issue and allotment of the relevant Ordinary Shares, and in consideration of both the one-off payment of the Capacity Fee (via the allotment of the Capacity Fee Shares) and the deduction of the ATM Costs for each tranche of Ordinary Shares subscribed for, RiverFort shall use reasonable endeavours to sell or procure the sale of the relevant Ordinary Shares.

Notwithstanding that the ATM Facility is for up to £10 million, the Company intends to seek Shareholder authority at the General Meeting to issue Ordinary Shares of up to £2.5 million.

RiverFort undertakes to the Company that it shall use all its reasonable endeavours to obtain fair market value for the Ordinary Shares and not to, save with the prior written consent of the Company, sell Ordinary Shares: (a) in excess of 20% of the volume of shares traded in that calendar week; and (b) at a price lower than 10% below the previous trading day's volume weighted average price.

Riverfort may only subscribe for such number of Ordinary Shares at any time as will not trigger a Mandatory Offer Obligation.

### 6.4 Harlequin Agreement

Under the terms of the Harlequin Agreement, for a period of 18 months and, subject to execution of the necessary Project Off-take Agreement, Georgina grants Harlequin an exclusive option to purchase 100% of production at the relevant Prospects and Harlequin agrees to fund all relevant exploration and development costs reasonably required at the Prospects.

In addition, Harlequin shall, at its sole cost and risk, in addition to all exploration and development costs be responsible for the design, financing, construction, ownership and operation of gas processing facilities; helium and hydrogen separation units; cryogenic purification systems and all related downstream infrastructure. Georgina shall have no obligation to fund, construct, operate or maintain any such facilities unless expressly agreed in writing.

Georgina is not obliged to sell, or Harlequin to purchase, products from any Prospect unless a Project Off-take Agreement has been executed.

Under the terms of the Harlequin Agreement, Harlequin may provide prepayment financing against future deliveries of products, subject to agreed commercial terms. Harlequin may also provide optional development or acceleration funding to support drilling, appraisal or production activities, however no funding obligation exists unless agreed in writing between the parties.

7. **LITIGATION**

There are no governmental, legal or arbitration proceedings including any such proceedings which are pending or threatened and of which the Company is aware) which may have, or have had during the 12 months prior to the date of this circular, a significant effect on the Company, Georgina and/or the Enlarged Group's financial position or profitability.

8. **General**

8.1 Where information has been sourced from a third party, the Company confirms that the information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used, the source of such information has been identified wherever it appears in this document.

8.2 This document is available on the Company's website at [www.georginaenergy.com](http://www.georginaenergy.com). This document will only be provided in hard copy on request. Such requests should be made by either writing to the Company Secretary at Silvertree Partners, 20 North Audley Street, London, W1K 6LX.

9. **Regulatory disclosures**

The Company publishes information via the RNS system and the Company's website. Below is a summary of the information disclosed in accordance with the Company's obligations under MAR over the last 12 months which is relevant as at the date of this document. In addition to the RNS system, full announcements can be accessed on the webpage of the Company at [www.georginaenergy.com](http://www.georginaenergy.com).

### PART 3 – DEFINITIONS

"A\$"	Australian dollar, the lawful currency of the Commonwealth of Australia
"\$" or "US\$"	US dollar, the lawful currency of the United States
"Acquisition"	the acquisition of the Targets pursuant to the terms of the Acquisition Agreement
"Acquisition Agreement"	the agreement for the Acquisition between the Company and Central as described in paragraph 6.1 of Part 2 of this document
"Admission"	admission of the Consideration Shares and the Capacity Fee Shares to trading on the Main Market
"ALRA"	the Aboriginal Land Rights (Northern Territory) Act 1976 (Cth)
"Amadeus Basin"	a large intracratonic sedimentary basin in central Australia, lying mostly within the southern Northern Territory, but extending into the state of Western Australia
"Articles"	the articles of association of the Company as at the date of this document
"ATM Facility"	the at-the-market agreement entered into by the Company and Riverfort as described in paragraph 6.3 of Part 2 of this document
"ATM Costs"	for each settlement under the ATM Facility the aggregate of:  a) the settlement costs properly and reasonably incurred by RiverFort;  b) sum equal to 5% of the gross proceeds of sale of the ATM Shares; and  c) a sum equal to the number of ATM Shares subscribed for by RiverFort under that settlement, multiplied by their nominal value
"ATM Shares"	up to £2.5 million Ordinary Shares to be issued pursuant to the ATM Facility, such value to be calculated, on an aggregate basis, by reference to the volume weighted average price on the day prior to the issue of the relevant shares
"Board"	the board of directors of the Company from time to time being, as at the date of this Document the Directors
"Capacity Fee"	the sum of £100,000
"Capacity Fee Shares"	up to 2,000,000 Ordinary Shares to be issued under the terms of the ATM Facility in satisfaction of the Capacity Fee
"Capital Reorganisation"	the proposed sub-division of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share

"Central" or "CTP"	Central Petroleum Limited (ACN 083 254 308) of Level 7, 369 Ann Street, Brisbane, Queensland 4000
"CTP Loan Note"	the convertible loan note instrument to be entered into by the Company on Completion as described in paragraph 6.2 of Part 2 of this document
"CTP Loan Note Shares"	initially up to 43,816,088 New Ordinary Shares to be issued in accordance with and pursuant to the CTP Loan Note
"certificated" or "in certificated form"	an Ordinary Share which is not in uncertificated form
"City Code" or "Takeover Code"	The UK City Code on Takeovers and Mergers
"Companies Act" or "Act"	the Companies Act 2006, as amended
"Company" or "Georgina"	Georgina Energy Plc a company incorporated in England and Wales with registered number and, where applicable, references to Georgina shall include Westmarket O&G and the Targets
"Completion"	completion of the Acquisition in accordance with the terms of the Acquisition Agreement
"Concert Party"	the persons and entities agreed by the Panel and Company to be acting in concert as disclosed in the Company's prospectus dated 11 July 2024
"Consideration Shares"	43,193,676 Ordinary Shares
"Control"	an interest, or interests, in shares carrying in aggregate 30% Or more of the Voting Rights of a company, irrespective of whether such interest or interests give de facto control
"Convertible Securities"	means any Ordinary Shares and any Ordinary Shares issuable to holders of options, warrants, convertible loan notes or other securities convertible into or rights exercisable for Ordinary Shares in the capital of the Company including warrants, options, convertible loan notes or other equity-linked instruments (except for the CTP Loan Note) issued by the Company at any time up and until Completion, including the ATM Shares
"CREST"	the relevant system (as defined in the Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form
"Deferred Shares"	the proposed new deferred shares of £0.04 each in the capital of the Company resulting from the Capital Reorganisation
"Directors"	the directors of the Company as at the date of this document, whose names are set out at page 8

"Disclosure Guidance and Transparency Rules" or "DTR"	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time
"Dukas" or "EP 112"	Exploration Permit 112 granted under the Petroleum Act on 21 July 2005
"Enlarged Share Capital"	the maximum issued ordinary share capital of the Company on Admission
"EP" or "Exploration Permit"	an exploration permit granted pursuant to the WA Petroleum Act or the NT Petroleum Act (as applicable)
"Exchange Act"	the US Securities Exchange Act of 1934, as amended
"Existing Ordinary Shares"	the 127,593,987 Ordinary Shares of £0.05 each in issue at the date of this document
"Farmout Agreement"	the farmout agreement between Westmarket O&G and Oilco dated 11 May 2020
"FCA"	the UK Financial Conduct Authority
"Frontier O&G"	Frontier Oil & Gas Pty Ltd (ACN 103 194 136)
"FSMA"	the Financial Services and Markets Act 2000, as amended from time to time
"General Meeting"	the General Meeting of the Company, convened by the Notice, to be held at the offices of Howard Kennedy LLP, 1 London Bridge, London, SE1 9BG on 20 April 2026 or any adjournment of that meeting, which is being held to consider the Resolutions
"Group"	the Company and each of its subsidiaries from time to time
"Harlequin"	Harlequin Energy Limited, a company registered under the laws of England and Wales, with registration number 12972037, and having its registered office at 80 Coleman Street, London, EC2R 5BJ
"Harlequin Agreement"	the Framework Supply and Off-take Agreement between the Company and Harlequin, dated 2 March 2026 as described in paragraph 7.4 of Part 2 of this Document
"Hussar" or "Hussar Prospect" or "EP 513"	the exploration permit located in the Officer Basin in Western Australia
"Leaky Boat"	Leaky Boat Super Pty Ltd a company wholly owned by Anthony Robert Hamilton
"London Stock Exchange" or "LSE"	London Stock Exchange Plc
"Main Market"	the London Stock Exchange's main market for listed securities

"Mandatory Offer Obligation"	an obligation to make a mandatory offer for the Company under Rule 9 of the City Code;
"Minister"	as applicable to the Prospects, the relevant government minister with responsibility for, <i>inter alia</i> , approving changes to the terms of the relevant EP
"Mordale"	Mordale Super Pty Ltd a company wholly owned by Mark Anthony Wallace
"Mount Kitty" or "EP125"	Exploration Permit 125 granted under the Petroleum Act on 7 December 2005
"Mount Winter" or "Mount Winter Prospect" or "EP 155"	the exploration permit located in the Amadeus Basin in Northern Australia
"New Ordinary Shares"	the proposed new ordinary shares of £0.01 each in the capital of the Company following the Capital Reorganisation
"Notice of General Meeting" or "Notice"	the notice convening the General Meeting set out at the end of this circular
"NT Petroleum Act" or "Petroleum Act"	the Petroleum Act 1984 of the Northern Territory
"Officer" or "Officer Basin"	an intracratonic sedimentary basin that covers roughly 320,000 km <sup>2</sup> along the border between southern and western Australia
"Official List"	the Official List of the FCA
"OilCo"	OilCo Pty Ltd (ACN 130 979 216)
"Ordinary Resolution"	a resolution of Shareholders requiring a simple majority of more than 50%
"Ordinary Shares"	means as the context requires, fully paid ordinary shares of £0.05 each in the capital of the Company prior to the Capital Reduction and, following the Capital Reduction fully paid ordinary shares of £0.01 each in the capital of the Company and an " <b>Ordinary Share</b> " shall mean any one of them
"Ordiv Petroleum"	Ordiv Petroleum Pty Ltd (ACN 111 102 697)
"Project Off-take Agreement"	a binding, Prospect specific off-take agreement to be entered into pursuant to the Harlequin Agreement
"Prospects"	as at the date of this Document, Hussar and Mount Winter and, following Completion, Hussar, Mount Winter, Mount Kitty and Dukas
"PRM"	the Prospectus Rules: Admissions to Trading on a Regulated Market sourcebook of the FCA
"Registrars"	Neville Registrars of Neville House, Steelpark Road, Halesowen, B62 8HD

"Regulations"	the Uncertificated Securities Regulations 2001 ( <i>SI 2001 No. 3755</i> )
"Resolutions"	the resolutions to be proposed to Shareholders at the General Meeting further details of which are set out in the Notice of General Meeting and "Resolution" shall mean any one of them
"Restricted Jurisdictions"	the United States, Canada, Japan, Australia and the Republic of South Africa
"RiverFort"	RiverFort Global Opportunities PCC Ltd,
"Santos"	Santos QNT Pty Ltd (ACN 083 077 196)
"Shareholder"	a holder of Ordinary Shares from time to time and " <b>Shareholders</b> " shall be construed accordingly
"Sterling" or "£"	Pound sterling, the legal currency of the UK
"Targets"	together Frontier O&G and Ordiv Petroleum
"Tavira"	Tavira Financial Limited
"Tenements"	together Mount Kitty and Dukas
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"UK Market Abuse Regulation" or "UKMAR"	Regulation EU 596/2014 of the European Parliament and the Council of the European Union on market abuse, as supplemented by The Market Abuse (Amendment) (EU Exit) Regulations 2019 ( <i>SI 2019/310</i> )
"uncertificated" or "uncertificated form"	in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST
"US" or "United States"	the United States of America, its territories and possessions, any state or political sub-division of the United States of America, the District of Columbia and all other areas subject to the jurisdiction of the United States of America
"US Securities Act"	the US Securities Act of 1933, as amended from time to time
"WA Petroleum Act"	the Petroleum and Geothermal Energy Resources Act 1967 of Western Australia
"Western Australia" or "WA"	a state occupying the western 33 per cent. of the land area of Australia excluding external territories
"Westmarket Corporation" or "Westmarket"	Westmarket Corporation Pty Ltd a company owned as to 50% by Anthony Hamilton and 50% by Mark Wallace

"Westmarket O&G"

Georgina's wholly owned subsidiary, Westmarket Oil & Gas Pty Ltd (ACN 630 241 397)

## PART 4 – NOTICE OF GENERAL MEETING

# GEORGINA ENERGY PLC

(Incorporated in England and Wales with company number 8377465)

### NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Georgina Energy Plc will be held at Howard Kennedy LLP, 1 London Bridge, London, SE1 9BG on 20 April 2026 at 10.00 a.m. to consider and, if thought fit, to pass Resolutions 1 and 2 as Ordinary Resolutions and Resolutions 3 and 4 as Special Resolutions.

Defined terms in the Resolutions below have the same meaning as given in the circular to Shareholders of which this notice forms part.

#### Ordinary Resolutions

1. THAT, subject to and conditional on the admission of the New Ordinary Shares to trading on the Main Market of the London Stock Exchange becoming effective and subject to the passing of Resolution 4, in accordance with section 618 of the Companies Act 2006, each of the 127,593,987 Existing Ordinary Shares that are in issue as at 6.00 p.m. on 20 April 2026 be and are subdivided and converted into one ordinary share of £0.01 in the capital of the Company, having the same rights and being subject to the same restrictions and ranking on the same basis as the Existing Ordinary Shares and one deferred share of £0.04 having the rights and being subject to the restrictions attaching to Deferred Shares in accordance with the amendments to the Articles of Association of the Company as set out in Resolution 4 below.
2. THAT, subject to the passing of Resolution 1 above, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares and grant rights to subscribe for, or convert any security into, shares (Relevant Securities) up to an aggregate nominal amount of £1,390,098:
  - 2.1 £431,937 in relation to the Consideration Shares;
  - 2.2 £20,000 in relation to the Capacity Fee Shares;
  - 2.3 £500,000 in relation to the ATM Shares;
  - 2.4 £438,161 in relation to the CTP Loan Note Shares,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date on which this resolution is passed, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### Special Resolutions

3. THAT, subject to the passing of Resolutions 1 and 2, the Directors be authorised to allot equity securities for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,390,098.

The authority granted by this resolution will expire on the expiry of the general authority conferred by Resolution 2 above, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

4. THAT, subject to the passing of Resolutions 1, 2 and 3, the Articles of Association of the Company be and are amended by inserting the following new Article after Article 8 and before Article 9, such that existing Article 9 shall become Article 10 and existing Article 10 shall become Article 11, and so on:

“9. DEFERRED SHARES

- 9.1 The Company may from time to time create deferred shares (Deferred Shares) which shall confer upon the holders thereof the rights, and be subject to the restrictions, set out below:

9.1.1 the Deferred Shares shall confer no right to participate in the profits of the Company;

9.1.2 on a winding-up or a return of capital, the assets of the Company available for distribution following the distribution of assets shall be applied in paying to the holders of the Deferred Shares the nominal capital paid up or credited as paid up on such Deferred Shares only after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively, together with the sum of £1,000,000 on each ordinary share;

9.1.3 holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company;

9.1.4 the holders of the Deferred Shares shall not be entitled to receive notice of any General Meeting of the Company or to attend, speak or vote at any such meeting;

9.1.5 the Deferred Shares shall not be listed or admitted to trade on any stock exchange nor shall any share certificate be issued in respect of such shares. The Deferred Shares shall not be transferable except in accordance with Article 9.1.8.2 below or with the written consent of the Board;

9.1.6 the Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares, and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares;

9.1.7 the reduction by the Company of the capital paid up on the Deferred Shares and the cancellation of such shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (subject to the

confirmation of the court in accordance with the Act) without obtaining the consent of the holders of the Deferred Shares;

9.1.8 the Company has the irrevocable authority at any time to do all or any of the following without obtaining the sanction of the holder or holders of the Deferred Shares:

9.1.8.1 to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any part thereof and/or an agreement to transfer the same (without making any payment therefor) to such person as the directors may determine (whether or not an officer of the Company) and who is willing to accept the same;

9.1.8.2 to purchase all or any of the Deferred Shares in accordance with the Act without obtaining the consent of the holders thereof and in consideration of the payment to each of the holders whose shares are purchased of an amount equal to one penny in respect of all the Deferred Shares then being purchased by the Company;

9.1.8.3 for the purposes of any such purchase under Article 9.1.8.2 above, to appoint any person to execute, as his or its attorney and agent, on behalf of any holder of Deferred Shares a contract for the sale to the Company of any such Deferred Shares held by him or it; and

9.1.8.4 to cancel all or any of the same so purchased under Article 9.1.8.2 above in accordance with the Act.”

By order of the Board

Registered Office:

167-169 Great Portland Street

Fifth Floor

London

W1W 5PF

Peter Bradley

Non-executive Chairman

25 March 2026

## NOTES TO THE NOTICE OF GENERAL MEETING

### 1. Entitlement to attend and vote

Only those shareholders registered in the Company's register of members at:

- 6.00 p.m. on 16 April 2026; or
- if this meeting is adjourned, at 6.00 p.m. on the day two days before the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### 2. Information regarding the meeting available on website

Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.georginaenergy.com>

### 3. Attending the meeting

If you wish to attend the meeting in person, please bring the Attendance Card enclosed with the Form of Proxy with you.

### 4. Appointment of proxies

As a member of the Company entitled to attend and vote at the General Meeting, you are entitled to appoint any one or more persons, including the Chairman of the meeting, as your proxy and, on a poll, to vote on your behalf. Please note that a proxy need not be a member of the Company but must attend the General Meeting to represent you.

You can only appoint a proxy using a Form of Proxy, which is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with the Company's Registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen B62 8HD not later than 48 hours (excluding non-working days) prior to the time fixed for the General Meeting. Completion of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so

As an alternative to returning a Form or Proxy by post, you can return your completed Form of Proxy by email to Neville Registrars Limited at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). For a proxy appointment to be valid, your appointment must be received by Neville Registrars Limited by 10.00 a.m. on 16 April 2026 or, not less than 48 hours (excluding any UK non-working days) before the time appointed for the adjourned meeting at which it is to be used.

CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Neville Registrars (whose CREST ID is 7RA11) by 10.00 a.m. on 16 April 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions

to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, please use the Form of Proxy. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by you will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

#### 5. **Termination of proxy appointment**

A shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by either:

- sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars, at Neville House, Steelpark Road, Halesowen B62 8HD not later than 48 hours (excluding non-working days) prior to the time fixed for the General Meeting. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- sending the signed revocation notice as an email attachment to Neville Registrars Limited at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) with the subject titled "Termination of proxy appointment – [insert name of member]". In the case of a corporate member, the email must be sent by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is sent by email (or a duly certified copy of such power or authority) must be attached in the email.

In either case, the revocation notice must be received by Neville Registrars no later than 10.00 a.m. on 16 April 2026.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### 6. **Corporate representatives**

A corporation that is a member can, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at the General Meeting.

The representative(s) of a member corporation may be required to produce a certified copy of the resolution so authorising him/her or such other evidence of his authority reasonably satisfactory to a director or company secretary of the Company before permitting him/her to exercise its powers.

**7. Issued shares and total voting rights**

As at 6.00 p.m. on 24 March 2026 (the latest practicable date before publication of this notice), the Company's issued share capital consists of 127,593,987 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 24 March 2026 was 127,593,987 Ordinary Shares.

The Company's website includes information on the number of shares and voting rights at <https://www.georginaenergy.com/investors/significant-shareholders/>.

**8. Communication**

Members who have general enquiries about the General Meeting should contact Neville Registrars:

- by letter at Neville House, Steelpark Road, Halesowen B62 8HD; or
- by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

Members may not use any electronic address provided either:

- in this notice; or
- in any related documents (including proxy form),

to communicate with the Company for any purposes other than those expressly stated.