



22 October 2020

Dear Shareholder,

Offer by Marenica Energy Limited to Participate in this partially underwritten Share Purchase Plan

Marenica Energy Limited (“Marenica” or the “Company”), is pleased to offer you the opportunity to subscribe for additional fully paid ordinary shares in Marenica through a partially underwritten share purchase plan (“SPP” or “Share Purchase Plan”),

The SPP seeks to raise \$3,750,000 at an issue price of \$0.088 per New Share which represents a discount of 10% per share to the Company’s 5 day VWAP of \$0.098 and an 11% discount to Marenica’s closing price of \$0.099 on 16 October 2020 (being the last trading day prior to this announcement).

Under the SPP, Eligible Shareholders have the opportunity to purchase up to \$30,000 worth of fully paid ordinary shares, irrespective of their shareholding, without incurring brokerage or transaction costs under the Terms and Conditions of the SPP enclosed with this letter.

Eligible shareholders can also request an electronic copy of their personal application form here – <https://marenicaenergy.investorportal.com.au/request-form/>

Reach Markets, the advisers assisting with management of this Offer, can be contacted on 03 8080 5795 or advisers@reachmarkets.com.au should you have any questions.

Use of Funds

The funds raised under the SPP (after costs) are intended to be used to fund exploration and development activities on the Company’s assets, administration and working capital.

Marenica has the following assets:

- Extensive uranium exploration tenements in Namibia, including Koppies and Hirabeb, where the Company has had recent exploration success (See Figure 1).
- The Marenica Uranium Project in Namibia, which has a uranium mineral resource of 61 Mlb U₃O₈.
- In Australia, the Angela, Minerva, Thatcher Soak and Oobagooma uranium projects, and joint venture holdings in the Bigryli, Malawiri, Walbiri and Areva joint ventures (See Figure 2), which collectively contain 48 million pounds of high-grade uranium mineral resources at an average grade of 859 ppm U₃O₈.
- Marenica’s patented uranium beneficiation process, **U-pgrade**[™], which was developed to reduce the processing costs of secondary uranium deposits. **U-pgrade**[™] applies to the majority of the tenements and resources mentioned above.

In Namibia, the Company will continue to explore the recent discovery at Hirabeb and on its extensive tenement package to endeavour to repeat the successes achieved in recent years. The Company will aim to add value to the Australian mineral resources it acquired in December 2019, by assessing the ability of **U-pgrade**[™] to improve the economics of any future exploitation of those mineral resources.

The last year has been a milestone year for Marenica. The Company has grown its asset base, developed a geographically diversified uranium portfolio and is in a position to benefit from a rise in the uranium price. Marenica will be aiming to continue to add value to its existing assets through the initiatives mentioned above.

Participation in the SPP

All Eligible Shareholders have the opportunity to participate in the SPP. The SPP is an offer to shareholders who were registered as holders of fully paid ordinary shares in Marenica (“Shares”) at 5.00pm (WST) on the record date of 20 October 2020 (“Record Date”) and whose registered address is in Australia or New Zealand (“Eligible Shareholders”).

The Offer is non-renounceable, meaning that you cannot transfer your right to buy New Shares to another person. Your participation under the SPP is optional and you may elect not to participate, by doing nothing.

The SPP opens on Thursday, 22 October 2020, and will close at 5pm (WST) on 10 November 2020. Late applications may be accepted or rejected in the absolute discretion of the Company. Marenica also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

Eligible shareholders can also request an electronic copy of their personal application form here – <https://marenicaenergy.investorportal.com.au/request-form/>

The SPP is Joint Lead Managed by Viriathus Capital Pty Ltd and Cumulus Wealth Pty Ltd (“Joint Lead Managers”) and partially underwritten (to the value of \$2,000,000) by Viriathus Capital Pty Ltd. Additionally, the Company has agreed with the Joint Lead Managers that it may seek to undertake a separate placement of Shares to raise up to a further \$2,600,000 (before costs) (“Top-Up Placement”). Any shares issued under the Top-Up Placement will be issued at the same issue price as New Shares under the SPP. For further information as to the lead management agreement, underwriting and Top-Up Placement, see Section 19 of the Terms and Conditions of the SPP enclosed with this letter.

The Directors’ current intention is that they will each take up their full entitlements in the SPP.

Each Eligible Shareholder may participate by completing a Share Purchase Plan Application Form and subscribing for one of the following subscription bands of New Shares:

	Subscription Amount	Number of New Shares Applied For
Band A	\$5,000	56,818
Band B:	\$10,000	113,636
Band C:	\$15,000	170,454
Band D	\$20,000	227,272
Band E:	\$25,000	284,091
Band F	\$30,000	340,909

Pursuant to the ASX Listing Rules, the number of New Shares that may be issued under the SPP must not exceed 30% of the number of shares currently on issue. Directors have resolved to seek to raise up to \$3,750,000 under the SPP, which is 42,613,636 New Shares. However, the Directors reserve the right to reject any applications in whole or in part. Marenica will return any application monies paid in relation to unsuccessful applications without interest.

To take up this Offer please read the enclosed Terms and Conditions of the SPP and the enclosed personalised Share Purchase Plan Application Form, and either;

- 1. Use the BPay® facility as set out on the Share Purchase Plan Application Form. If you make a BPay® payment, you do not need to return the Application Form.**

Shareholders are responsible to make sure that any BPay® payments are made in time to become cleared funds in the account before close of business on the Closing Date. Delays may be experienced such that a BPay® transfer on the Closing Date is unlikely to be cleared funds by close of business on the Closing Date of Tuesday, 10 November 2020.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payments and should therefore take this into consideration when making payment. You may also have set your own personal limit on the amount that can be paid via BPay®. It is your responsibility to check that the amount you wish to pay via BPay® does not exceed these limits or cut-off times; or

2. Post your completed Share Purchase Plan Application Form with your cheque made payable to **Marenica Energy Limited**, and crossed 'Not Negotiable', to Marenica's share registry at Advanced Share Registry Services Pty Ltd, PO Box 1156, Nedlands WA 6909, to be received no later than **5pm (WST)** on the **Closing Date of 10 November 2020 ("Closing Date")**.

Please note we are aware that there have been delays in the delivery of mail as a result of the COVID-19 restrictions. Shareholders who wish to participate in the SPP and are not remitting their funds by BPay, should remit their funds as early as possible.

You should note that Marenica may elect to close the offer or extend it, at any time.

Key Dates

Date	Details
20 October 2020	Record Date 5.00pm (WST) The date on which Marenica determined shareholders eligible to participate in the SPP, being shareholders registered on that date with an address in Australia or New Zealand.
21 October 2020	SPP Announced to ASX
22 October 2020	Dispatch of Offer document
22 October 2020	Opening Date The date the SPP offer is made – SPP opens.
10 November 2020	Closing Date The date on which the SPP offer closes. Applications and payments (including BPay®) must be received by 5.00pm (WST).
12 November 2020	Notification of Shortfall The date the Company notifies the Underwriter of any shortfall under the SPP and number of shares for which Underwriter must subscribe (if any) ("Shortfall Shares")
13 November 2020	Announcement of Results of the Share Purchase Plan
17 November 2020	Issue of New Shares and Shortfall Shares (if any), Lodge Appendix 2A and Apply for Quotation of SPP Shares
19 November 2020	Dispatch Date The date on which holding statements for SPP Shares and Shortfall Shares (if any) are issued.
24 November 2020	Share Trading Date The date on which it is expected that the New Shares and Shortfall Shares (if any) will commence trading on the ASX.

The timetable is indicative only and Marenica may, at its discretion, vary any of the dates except for the Record Date.

Please contact Reach Markets, the advisor assisting with the management of this Offer, on 03 8080 5795 or email advisers@reachmarkets.com.au if you have any queries in relation to this Offer or how to accept it.

Yours faithfully



Murray Hill
Managing Director

Figure 1 – Marenica's tenements in the Erongo Region of Namibia

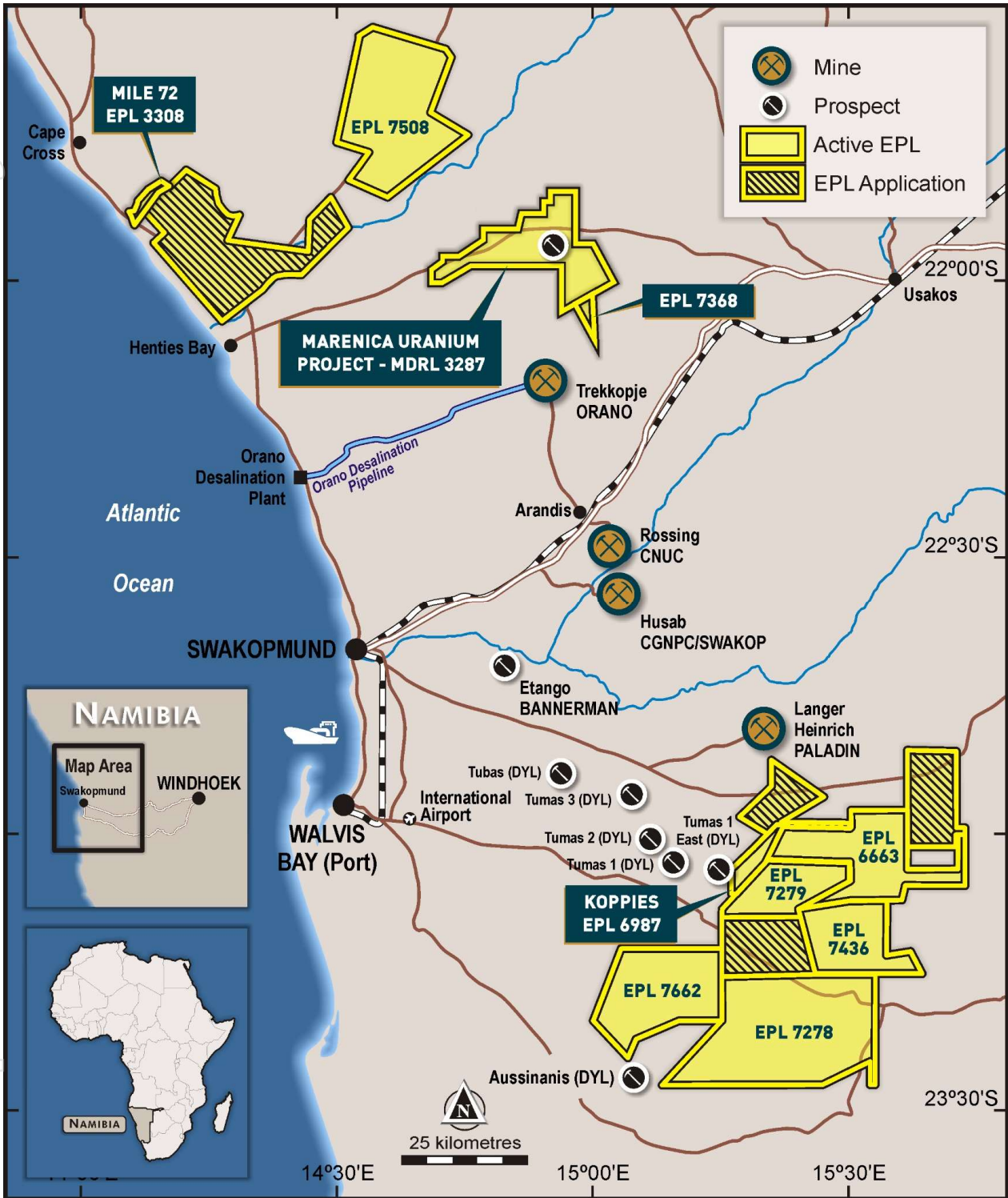


Figure 2 – Marenica's tenements in Australia

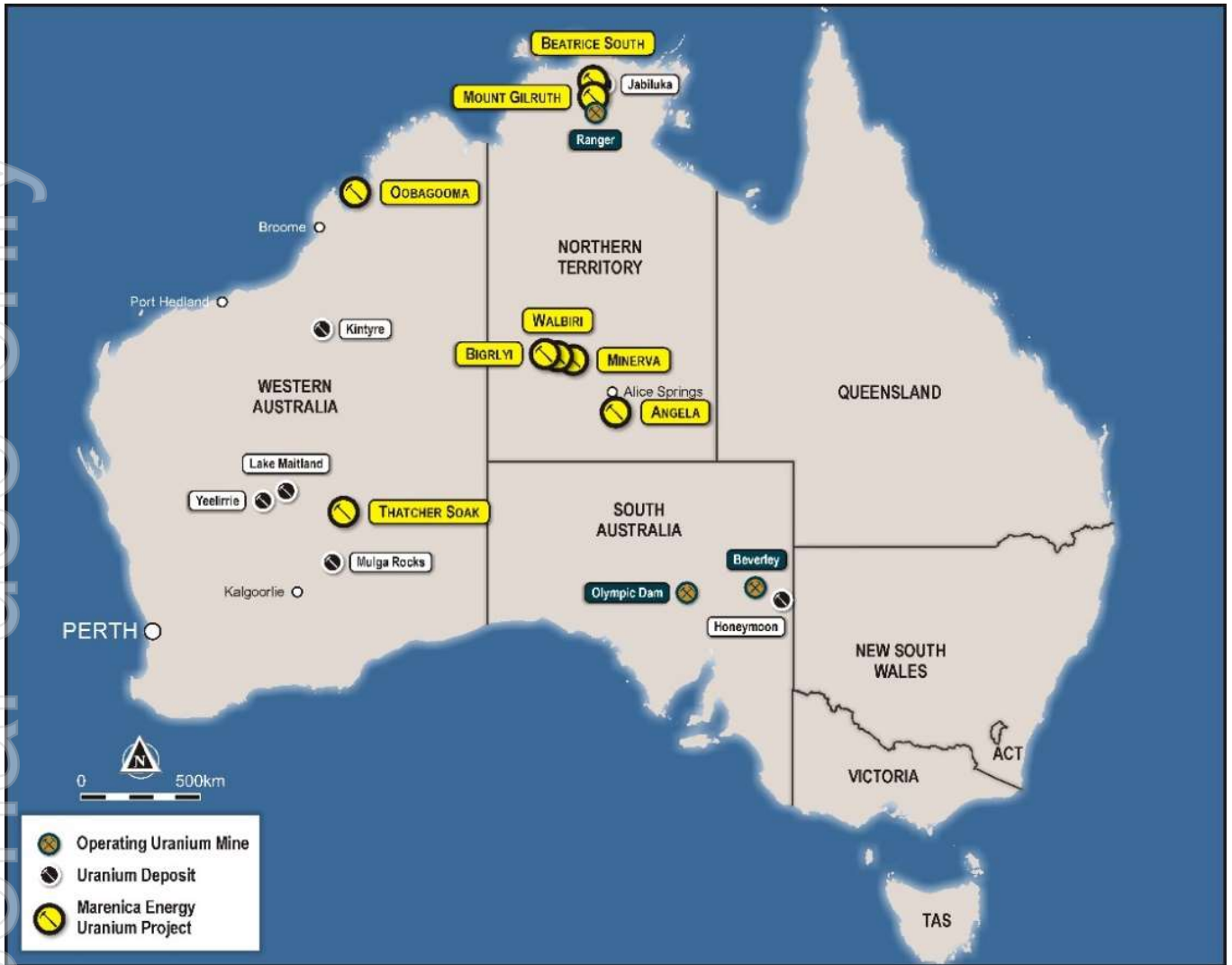


Table 1 – Uranium Mineral Resources

Deposit	Category	Cut-off (ppm U ₃ O ₈)	Total Resource			Marenica's Share			
			Tonnes (M)	U ₃ O ₈ (ppm)	U ₃ O ₈ (Mlb)	Holding	Tonnes (M)	U ₃ O ₈ (ppm)	U ₃ O ₈ (Mlb)
AUSTRALIA									
100% Holding									
Angela	Inferred	300	10.7	1,310	30.8	100%	10.7	1,310	30.8
Thatcher Soak	Inferred	150	11.6	425	10.9	100%	11.6	425	10.9
100% Held Resource Total			22.3	850	41.7	100%	22.3	850	41.7
Bigrlyi Joint Venture									
Bigrlyi Deposit	Indicated	500	4.7	1,366	14.0				
	Inferred	500	2.8	1,144	7.1				
Bigrlyi Deposit Total			7.5	1,283	21.1	20.82%	1.55	1,283	4.39
Sundberg	Inferred	200	1.01	259	0.57	20.82%	0.21	259	0.12
Hill One JV	Inferred	200	0.26	281	0.16	20.82%	0.05	281	0.03
Hill One EME	Inferred	200	0.24	371	0.19				
Karins	Inferred	200	1.24	556	1.52	20.82%	0.26	556	0.32
Bigrlyi Joint Venture Total			10.2	1,049	23.5	20.82%	2.07	1,065	4.86
Walbiri Joint Venture									
Joint Venture	Inferred	200	5.1	636	7.1	22.88%	1.16	636	1.63
100% EME	Inferred	200	5.9	646	8.4				
Walbiri Total			11.0	641	15.5				
Malawiri Joint Venture									
Malawiri JV	Inferred	100	0.42	1,288	1.20	23.97%	0.10	1,288	0.29
Joint Venture Resource Total			21.6	847	40.2		3.34	923	6.77
Australia Resource Total			43.9	848	81.9		25.6	859	48.4
NAMIBIA									
Marenica									
Marenica	Indicated	50	26.5	110	6.4				
	Inferred	50	249.6	92	50.9				
Marenica Total			50	276.1	57.3	75%	207.1	94	43.0
MA7									
MA7	Inferred	50	22.8	81	4.0				
MA7 Total			50	22.8	81	75%	17.1	81	3.0
Namibia Resource Total			298.9	93	61.3		224.2	93	46.0

Marenica Uranium Project:

The Company confirms that the Mineral Resource Estimate for the Marenica Uranium Project has not changed since the annual review included in the 2020 Annual Report. The Company is not aware of any new information, or data, that effects the information in the 2020 Annual Report and confirms that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

Australian Uranium Projects:

The Company confirms that the Mineral Resource Estimates for Angela, Thatcher Soak, Bigrlyi, Sundberg, Hill One, Karins, Walbiri and Malawiri have not changed since the annual review included in the 2020 Annual Report. The Company is not aware of any new information, or data, that effects the information in the 2020 Annual Report and confirms that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

The Mineral Resource Estimate for the Angela, Bigrlyi, Marenica and MA7 resources in the table above were prepared and first disclosed under the 2004 Edition of the Australian Code for the Reporting of Exploration Results, Minerals Resources and Ore Reserves (JORC Code 2004). It has not been updated since to comply with the 2012 Edition of the Australian Code for the Reporting of Exploration Results, Minerals Resources and Ore Reserves (JORC Code 2012) on the basis that the information has not materially changed since it was last reported. A Competent Person has not undertaken sufficient work to classify the estimate of the Mineral Resource in accordance with the JORC Code 2012; it is possible that following evaluation and/or further exploration work the currently reported estimate may materially change and hence will need to be reported afresh under and in accordance with the JORC Code 2012.

SHARE PURCHASE PLAN TERMS AND CONDITIONS

These terms and conditions are the Terms and Conditions of the Marenica Energy Limited ACN 001 666 600 ("Company") 2020 Share Purchase Plan ("SPP") (as contemplated by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* ("ASIC Instrument 2019/547") and are binding on any Eligible Shareholder completing a Share Purchase Plan Application Form ("Application Form") attached to these Terms and Conditions.

1. PURPOSE

The purpose of the SPP is to offer Eligible Shareholders the opportunity to acquire additional fully paid ordinary shares ("Shares") in the capital of the Company up to a maximum of \$30,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the SPP) ("New Shares") at an issue price of \$0.088 per New Share representing a discount of:

- 11% to the closing price of \$0.099 per share on the Record Date of 20 October 2020 (being the trading day before the SPP was announced on ASX); and
- 10% to the volume weighted average price per share calculated over the last 5 days on which sales were recorded on the ASX before the SPP was announced on ASX,

("the Offer").

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to accept the Offer and participate in the SPP. Neither the Company nor any of its Directors make any recommendation in relation to the Offer,

2. OPENING AND CLOSING DATE OF THE OFFER

The Offer opens on 22 October 2020. The Offer closes at 5.00pm WST on 10 November 2020. The Directors of the Company reserve the right to change the closing date of the Offer.

3. SHAREHOLDERS ELIGIBLE TO PARTICIPATE

Holders of fully paid ordinary shares that are registered as at 5.00pm (WST) on the Record Date, 20 October 2020, with an address in Australia or New Zealand are "Eligible Shareholders" and may participate in the SPP.

Directors and employees of the Company may be Eligible Shareholders. Directors of the Company may participate in the Offer without Shareholder approval on the same terms and conditions as all other Eligible Shareholders.

Due to foreign securities laws, the Company has determined that it is not practical for Shareholders resident in countries other than Australia or New Zealand to be offered the opportunity to participate in the SPP.

Participation in the SPP is optional and is subject to these Terms and Conditions. You do not have to accept the Offer.

Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to apply for New Shares under the SPP to another person).

The maximum amount which any Shareholder may subscribe for under a share purchase plan in any consecutive 12-month period is \$30,000. The Directors may also determine in their discretion the minimum amount for participation and the period the Offer is available to Eligible Shareholders.

The New Shares offered under the Offer are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not an investment statement or prospectus

under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

4. ISSUE PRICE OF THE NEW SHARES

The issue price for each New Share under the Offer is \$0.088 ("Issue Price"). As required by ASIC Instrument 2019/547, it is confirmed that the Issue Price is less than a "specified period" in the 30 days before the date of the Offer (such specified period being the 5 days in which trading in shares occurred before the date of announcement of the Offer).

As required by ASX Listing Rule 7.2 Exception 15, the Issue Price represents at least 80% of the volume weighted average price for the 5 days in which trading in Shares occurred.

The Issue Price represents a discount of

- 11% to the closing price of \$0.099 per share on the Record Date of 20 October 2020 (being the trading day before the SPP was announced on ASX); and
- 10% to the Company's volume weighted average price per share for the 5 days traded prior to the day of announcement of the Offer on 21 October 2020.

The Issue Price is fixed, regardless of any change in the market price of Shares during the Offer period. Before deciding whether to accept the Offer, you should refer to the current market price of shares, which can be obtained from the financial pages of major Australian metropolitan newspapers, or the ASX website at www.asx.com.au (ASX Code: MEY).

Subscription under the SPP is a speculative investment. The market price of shares may rise or fall between the date of this Offer and the date when the New Shares are issued to you under the Offer. This means that the price you pay per New Share under this Offer may be greater than or less than the price of shares at the time the New Shares are issued to you pursuant to this Offer. As a result, the number of New Shares that you receive may be more or less than the number you might calculate using the market price of shares on the date that they are issued. It also means that it is possible that up to or after the issue date of the New Shares under the Offer, you may be able to buy shares at a lower price than the Issue Price. In deciding whether you want to participate in this Offer, and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.

5. NUMBER OF SHARES

If you are an Eligible Shareholder, you can purchase up to a maximum of 340,909 New Shares for a consideration of \$30,000. Eligible Shareholders can select one of the following alternatives:

Offer A	56,818 New Shares	Total amount payable at \$0.088 per New Share:	\$5,000
Offer B	113,636 New Shares	Total amount payable at \$0.088 per New Share:	\$10,000
Offer C	170,454 New Shares	Total amount payable at \$0.088 per New Share:	\$15,000
Offer D	227,272 New Shares	Total amount payable at \$0.088 per New Share:	\$20,000
Offer E	284,091 New Shares	Total amount payable at \$0.088 per New Share:	\$25,000
Offer F	340,909 New Shares	Total amount payable at \$0.088 per New Share:	\$30,000

The total costs of New Shares purchased by each Eligible Shareholder (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s) must not exceed \$30,000.

The Directors reserve the right to issue to an Eligible Shareholder less New Shares than the number specified in an Application Form (including only that number of New Shares per accepted Application Form that permits the Company to comply with ASX Listing Rule 7.1) for whatever reason, including to avoid the possible subscription of over \$30,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings. Directors reserve the right to accept an application for less than the minimum Offer band. No fractions of New Shares will be issued.

6. MAXIMUM NUMBER OF NEW SHARES TO BE ISSUED

Pursuant to the ASX Listing Rules, the total number of New Shares under the SPP must not exceed 30% of the number of shares on issue as at the issue date. The Directors have resolved to seek to raise up to \$3,750,000 under the SPP which is 42,613,636 New Shares (and which does not exceed 30% of the number of shares on issue as at the issue date). Accordingly, 42,613,636 New Shares is the maximum number of New Shares to be issued under the SPP.

7. ISSUE AND QUOTATION OF NEW SHARES

New Shares to be issued under the SPP will be issued no later than 10 business days after the Closing Date.

New Shares issued under the SPP will rank equally in all respects with all other Shares from the date of issue. Shareholding statements or CHESS notification will be issued in respect of all New Shares issued under the SPP. The Company will, promptly after the issue of New Shares under the SPP, make application for those New Shares to be quoted on ASX. If you trade any New Shares before you receive your shareholding statement or CHESS notification, then you do so at your own risk.

8. MODIFICATION AND TERMINATION OF THE SPP

The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer New Shares than the person applied for under the SPP if the issue of the New Shares applied for would contravene any applicable law or the ASX Listing Rules.

9. OVERSUBSCRIPTION AND SCALE-BACK

The Company reserves absolute discretion regarding the final amount raised under the SPP as long as the total number of New Shares to be issued under the SPP is not greater than the maximum number of New Shares the Directors have resolved to issue under the SPP, being 42,613,636. In the event of an oversubscription by the Closing Date the Company will scale-back applications on an equitable basis. If the Company scales back an application, the Company will promptly return to the Shareholder the relevant excess application monies, without interest. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.

10. COSTS OF PARTICIPATION

No brokerage, commission, duty or other transaction costs will be payable by an Eligible Shareholder in respect of a subscription for, and issue of, New Shares under the SPP.

11. TAXATION AND FINANCIAL IMPLICATIONS

Eligible Shareholders may be subject to taxation upon the sale of the New Shares purchased under the SPP. Eligible Shareholders should consult with their taxation or investment advisers to clarify the financial and taxation implications for them of applying for New Shares under the SPP.

12. PRIVACY

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless required by law, the Company will not disclose the personal information for another purpose without the consent of the relevant Shareholder. Except as stated by law, Shareholders

are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information, please contact us.

13. USE OF FUNDS

The funds raised under the SPP are intended to be used to fund exploration and development activities on the Company's assets, administration and working capital.

14. IMPORTANT DATES

The important dates in relation to this Offer are summarised below. These dates are indicative only and subject to change at the discretion of the Directors (other than the Record Date).

"Record Date" (to determine Eligible Shareholders)	20 October 2020
SPP announced to market	21 October 2020
SPP Offer document dispatched	22 October 2020
SPP offer is made – SPP opens	22 October 2020
SPP offer closing date ("Closing Date")	10 November 2020
Notification of Shortfall Shares to Underwriter	12 November 2020
Issue date of New Shares and Shortfall Shares (if any)	17 November 2020
Holding statements dispatch date (for New Shares and Shortfall Shares (if any))	19 November 2020
Expected commencement date of trading on ASX of New Shares and Shortfall Shares (if any)	24 November 2020

15. CUSTODIANS

If on the Record Date you are a custodian as defined in the ASIC Instrument 2019/547 ("Custodian") and you hold Shares on behalf of one or more persons resident in Australia or New Zealand as at the Record Date (each an "Eligible Beneficiary"), you may apply for up to a maximum of \$30,000 worth of Shares for each Eligible Beneficiary, subject to providing a custodian certificate on application for Shares pursuant to the Offer certifying:

- (a) either or both of the following:
 - (i) that the Custodian holds shares on behalf of one or more other persons ("Participating Beneficiaries") that are not Custodians; and
 - (ii) that another Custodian ("Downstream Custodian") holds beneficial interests in Shares on behalf of one of more other persons (each a "Participating Beneficiary"), and the Custodian holds the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,
on the Record Date and that each Participating Beneficiary has subsequently instructed the Custodian, or the Downstream Custodian (as the case may be) to apply for New Shares on their behalf under the Offer;
- (b) details of the number of Participating Beneficiaries and the name and address of each Participating Beneficiary;
- (c) in respect of each Participating Beneficiary:
 - (i) where paragraph 15(a)(i) applies - the number of shares that the Custodian holds on their behalf and the number or the dollar amount of New Shares each Participating Beneficiary instructed the Custodian to apply for on their behalf; and

- For personal use only
- (ii) where paragraph 15(a)(ii) applies - the number of shares to which the beneficial interests relate and the number or the dollar amount of New Shares each Participating Beneficiary instructed the Downstream Custodian to apply for on their behalf;
 - (d) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Offer with the instructions referred to in paragraph 15(c); and
 - (ii) any other shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for shares on their behalf under an arrangement similar to the Offer;
 - (e) that a copy of this Offer document was given to each Participating Beneficiary; and
 - (f) where paragraph 15(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the shares held by the Custodian in relation to each Participating Beneficiary.

In providing a custodian certificate under this Section 15, the Company may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the shares held by the Custodian.

If you hold shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate in the SPP on behalf of beneficiaries in the manner described above. In this case the maximum you may subscribe for is \$30,000 worth of New Shares.

Custodians should request a custodian certificate when making an application on behalf of one or more a Participating Beneficiaries. To request a Custodian Certificate, you should contact Advanced Share Registry Services Pty Ltd between 8.30am and 5.00pm (WST), Monday to Friday on (08) 9389 8033 or Reach Markets on 03 8080 5795 or advisers@reachmarkets.com.au during the Offer period.

16. APPLYING FOR SHARES UNDER THE OFFER

If you are an Eligible Shareholder you can apply for New Shares as follows:

- You may apply for New Shares with a value of \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- The number of New Shares is rounded down to the nearest whole number after dividing the dollar amount by the Issue Price.
- You may not apply for more than \$30,000 worth of New Shares in aggregate under the Offer, even though you may receive more than one Offer, or Offers in more than one capacity. This includes through joint holdings, multiple share accounts or any holding in which you have a beneficial interest.

If you want to apply for New Shares under the Offer you should either:

- **pay directly via BPay® on the Internet or by telephone, using the details on the Application Form. You must use the specific Biller Code and the unique reference number shown on your Application Form which is required to identify your holding. Eligible Shareholders based outside Australia cannot apply using BPay® unless they have an Australian bank account. The Application Form does not need to be returned if paying via BPay®. You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should take this into consideration when making any electronic payment. It is your responsibility to ensure that the funds submitted through BPay® are received by the Company by the Closing Date; or**
- **deliver the completed Application Form and a cheque or money order** in Australian dollars and drawn on an Australian bank made payable to “Marenica Energy Limited” to either of the following addresses:

Mailing Address:

PO Box 1156 Nedlands WA 6909

Hand Delivery address:

The completed Application Form and cheque or money order must be received by the Closing Date.

To receive bank payment details to make application payments from overseas please contact the Company's Company Secretary, Mr Shane McBride on shane.mcbride@marenicaenergy.com.au or Reach Markets on advisers@reachmarkets.com.au.

Please do not send cash. Receipts for payment will not be issued. Application money will not bear interest under any circumstances. The Company may reject applications received after the Closing Date. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPay® even if the market price of Shares has fallen.

17. REPRESENTATIONS

Returning a completed Share Purchase Plan Application Form or paying the issue price for New Shares by BPAY®, will be taken to constitute a representation by the Applicant that:

- (a) they are an Eligible Shareholder, have read and understood these Terms and Conditions and subscribe for New Shares in accordance with these Terms and Conditions;
- (b) they agree to be bound by the Company's Constitution;
- (c) they acknowledge and agree that their application is irrevocable and unconditional (that it, that it cannot be withdrawn);
- (d) they acknowledge that the market price of shares may rise or fall between the date of this Offer and the date the New Shares are issued to them under the Offer, and that the Issue Price they pay for the New Shares may exceed the market price of the shares on the date they are issued to them under the Offer;
- (e) if they are applying on their own behalf (and not as a Custodian), the total of the application price for the following does not exceed \$30,000:
 - (i) the New Shares the subject of the application;
 - (ii) any other shares issued to them under the Offer or any similar arrangement in the 12 months before the application;
 - (iii) any other New Shares which they have instructed a Custodian to acquire on their behalf under the Offer; and
 - (iv) any other shares issued to a Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian to apply for New Shares on their behalf under an arrangement similar to the Offer;
- (f) if they are a Custodian applying on behalf of an Eligible Beneficiary on whose behalf they hold shares:
 - (i) they are a Custodian (as that term is defined in ASIC Instrument 2019/547);
 - (ii) they held shares on behalf of an Eligible Beneficiary as at the Record Date and that Eligible Beneficiary has instructed them to apply for New Shares on their behalf under the Offer and that that Eligible Beneficiary has been given a copy of this document;
 - (iii) they are not applying for New Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the Offer; and
 - (iv) the information in the Custodian Certificate submitted with their Application Form is true, correct and not misleading;
- (g) they authorise the Company to correct minor errors in the Application Form if required, and to complete the Application Form by inserting any minor missing details;
- (h) the New Shares have not been, and will not be, registered under the United States (US) Securities Act or the securities laws of any state or other jurisdiction in the US, or in any other jurisdiction outside

Australia or New Zealand, and may not be offered, sold, transferred or otherwise disposed of except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;

- (i) they are eligible under all applicable securities laws to receive an offer under the SPP;
- (j) they are not in the US, are not US Persons and are not acting for the account or benefit of US Persons;
- (k) they have not and will not send the offer document or the Application Form to any person in the US or that is, or is acting for the account or benefit of, a US Person;
- (l) if in the future they decide to sell or otherwise transfer their New Shares, they will only do so in regular way transactions on ASX where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is in the US or is a US Person; and
- (m) they are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured.

18. DISPUTE RESOLUTION

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or New Shares. The decision of the Company in this respect will be conclusive and binding on all Shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these Terms and Conditions may be exercised by the Directors or any delegate of the Directors.

19. JOINT LEAD MANAGERS, UNDERWRITING AND TOP-UP PLACEMENT

The SPP and Top-Up Placement (see below) is joint lead managed by Viriathus Capital Pty Ltd and Cumulus Wealth Pty Ltd ("Joint Lead Managers") and the SPP is underwritten (to the value of \$2,000,000 ("Underwritten Amount")) by Viriathus Capital Pty Ltd ("Underwriter"). In the event that Eligible Shareholders do not subscribe for New Shares under the Offer to the value of the Underwritten Amount, the Company will place to the Underwriter (or their nominee) that number of New Shares which, when added to the value of the New Shares subscribed for under the Offer, will equal the Underwritten Amount ("Shortfall Shares"), provided that the number of Shortfall Shares does not exceed the Company's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A. If the number of Shortfall Shares exceeds the Company's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A, the Company will issue that number of Shortfall Shares as it is able to issue within that placement capacity and seek shareholder approval to issue the remainder of the Shortfall Shares.

Additionally, the Company has agreed with the Joint Lead Managers that it may seek to undertake a separate placement of shares to raise up to a further \$2,600,000 (before costs) ("Top-Up Placement"). Any shares issued under the Top-Up Placement ("Top-Up Placement Shares") will be issued under the Company's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A. If the number of Top-Up Placement Shares exceeds the Company's placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A, the Company will issue that number of Top-Up Placement Shares as it is able to issue within that placement capacity and seek shareholder approval to issue the remainder of the Top-Up Placement Shares. Any shares issued under the Top-Up Placement will be at the same issue price as the New Shares under the SPP.

The Joint Lead Managers will be paid an Offer Management Fee of 1% of all funds raised under the SPP and the Top-Up Placement (if any), a placement fee of 5% of all funds raised under the Top-Up Placement (if any) and an SPP management fee of 6% of all funds raised under the SPP (with the underwriting fee included in the SPP management fee)

The engagement agreement with the Joint Lead Managers and Underwriter dated 20 October 2020 contains customary conditions, warranties and undertakings and is subject to customary termination events for an agreement of this nature. The termination events include the following: Company being restricted from issuing New Shares under the Offer, Shortfall Shares or Top-Up Placement Shares; the S&P ASX 200 Index

as determined at close of trading falls to a level that is 85% or less of the level at the close of trading on the date of the engagement agreement; a Director of the Company or any other related party is charged with an indictable offence; the Company engages in a return of capital or grants financial assistance under section 260B of the Corporations Act; there is a change of laws which has, or could have, a material adverse effect on the assets, liabilities, financial results of operations, financial condition of the Company ("MAE"); there is an alteration to the Company's capital structure or constitution without the consent of the Joint Lead Managers; the Company fails to rectify a material default under the engagement agreement within 7 days; there is an adverse change of law which has, or could have, a MAE; a person is appointed under legislation to investigate the Company or a related body corporate; an insolvency event occurs in relation to the Company or a related body corporate; a judgment of \$150,000 or more against the Company or a related body corporate is not paid within 7 days; the Takeovers Panel declares unacceptable circumstances (or an application is made seeking such declaration) and such declaration (or application) has, or could have, a MAE.

20. QUESTIONS AND CONTACT DETAILS

If you have any questions please contact Reach Markets, the advisers assisting in the management of this Offer, on 03 8080 5795 or advisers@reachmarkets.com.au or contact the Company's Company Secretary, Mr Shane McBride on (08) 6555 1816 or via email at shane.mcbride@marenicaenergy.com.au.