

SAMPHIRE URANIUM LIMITED

ACN 613 018 385

NOTICE OF EXTRAORDINARY GENERAL MEETING EXPLANATORY MEMORANDUM

Date of Meeting

Thursday, 1 October 2020

Time of Meeting

10:00am (Adelaide time)

Place of Meeting

Level 1, 28 Greenhill Road
Wayville, South Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Damien Connor, on (+61 8) 8274 2127.

SAMPHIRE URANIUM LIMITED
ACN 613 018 385

NOTICE OF EXTRAORDINARY GENERAL MEETING OF MEMBERS

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Samphire Uranium Limited (ACN 613 018 385) (**Company**) will be held at Level 1, 28 Greenhill Road, Wayville, South Australia on Thursday, 1 October 2020 at 10:00am (Adelaide time) (**Meeting**). The business to be considered at the Meeting is set out below.

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company, the Company suggests that Shareholders do not attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms by no later than 10:00am (Adelaide time) on Tuesday, 29 September 2020. Shareholders are urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions.

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

The Company advises that a poll will be conducted for each of the Resolutions.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at dconnor@samphireuranium.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to the cut-off time for receipt of proxies.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at www.samphireuranium.com.au.

The Company appreciates the understanding of its Shareholders as it navigates this difficult situation.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting.

The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting. Shareholders are urged to vote by completing and lodging their proxies online or otherwise returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum. Proxy Forms must be received by no later than 10:00am (Adelaide time) on Tuesday, 29 September 2020.

Terms and abbreviations used in the Notice of Meeting and Explanatory Memorandum are defined in the Glossary of the Explanatory Memorandum.

BUSINESS OF THE MEETING

SPECIAL BUSINESS

RESOLUTION 1 – SALE OF S URANIUM PTY LTD

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

'That, for the purpose of Article 4.1.2.5 of the constitution of the Company and for all other purposes, the sale of the Company's subsidiary, S Uranium Pty Ltd, to Alligator Energy Limited in consideration for 679,561,608 fully paid ordinary shares in Alligator Energy Limited pursuant to the Agreement for Sale of Shares between the Company, S Uranium Pty Ltd and Alligator Energy Limited dated 31 July 2020, is approved.'

Voting Exclusions

There are no voting exclusions in relation to Resolution 1.

RESOLUTION 2 – APPROVAL OF EQUAL REDUCTION OF CAPITAL BY WAY OF IN-SPECIE DISTRIBUTION

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

'That, for the purpose of sections 256B and 256C(1) of the Corporations Act 2001 (Cth) and for all other purposes, the issued share capital of the Company be reduced by the Company making a pro-rata in specie distribution of 679,561,608 fully paid ordinary shares in Alligator Energy Limited to all shareholders of the Company on the Record Date (as defined in the accompanying Explanatory Memorandum), with the consequence that, in accordance with Article 15.2.2(a) of the Company's constitution, each Shareholder of the Company on the Record Date shall be deemed to have agreed to become a shareholder of Alligator Energy Limited and is bound by Alligator Energy Limited's constitution, on the terms and conditions set out in the accompanying Explanatory Memorandum.'

Voting Exclusions

There are no voting exclusions in relation to Resolution 2.

The passing of Resolution 2 is conditional upon, and subject to, Resolution 1 being approved by Shareholders.

By order of the Board



Damien Connor
Company Secretary

Adelaide, 20 August 2020

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum sets out information in connection with the business to be considered at the Extraordinary General Meeting of Shareholders of the Company which will be held at Level 1, 28 Greenhill Road, Wayville, South Australia on Thursday, 1 October 2020 at 10:00am (Adelaide time).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Adelaide time) on Tuesday, 29 September 2020.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice of Meeting.

Regulatory Matters

Based on ASIC Regulatory Guide 188, the invitation to Shareholders to vote on Resolution 2 of the Notice of Meeting regarding the In-specie Distribution constitutes an “offer” of the Consideration Shares which requires disclosure for the purposes of Chapter 6D of the Corporations Act, unless an exemption applies or ASIC provides relief. As no exemptions apply and no relief was sought, the Company has prepared a prospectus that contains relevant information to satisfy its disclosure obligations.

The Prospectus accompanies this Notice of Meeting and has been lodged with ASIC at the same time as this Notice of Meeting. The Company recommends that all Shareholders read the Prospectus carefully in conjunction with this Notice of Meeting. The Prospectus also allows Shareholders to sell any Consideration Shares distributed to them under the In-Specie Distribution within the first 12 months after receiving them without further disclosure.

No material information

There is no information known to the Company that is material to the decision by a Shareholder on how to vote on Resolution 2 other than as disclosed in this Notice of Meeting and Explanatory Memorandum, the accompanying Prospectus and information that the Company has previously disclosed to Shareholders (if any).

Purpose of this Notice of Meeting

The main purpose of this Notice of Meeting is to:

- (a) explain the terms of the Transaction, and the manner in which the Transaction (or parts of the Transaction) will be implemented (if all necessary approvals are obtained); and
- (b) to provide such information as is prescribed or otherwise material to the decision of Shareholders whether or not to approve the Resolutions required to give effect to the Transaction.

ASIC

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASIC together with a copy of the Prospectus that accompanies this Notice of Meeting. Neither ASIC nor any of its officers takes any responsibility for the contents of this document or the merits of the Transaction to which this Notice of Meeting relates.

Forward looking statements

This document contains forward-looking statements which incorporate an element of uncertainty or risk, such as ‘intends’, ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’ or ‘expects’. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this document, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company’s control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this document will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statements.

No financial product advice

This document does not constitute financial product, taxation or investment advice nor a recommendation in respect of the Consideration Shares. It has been prepared without taking into account the objectives, financial situation or needs of Shareholders or

other persons. Before deciding how to vote or act, Shareholders should consider the appropriateness of the information, having regard to their own objectives, financial situation and needs and seek legal, taxation and financial advice appropriate to their circumstances.

Neither the Company nor Alligator Energy is licensed to provide financial product advice. No cooling-off regime applies in respect of the acquisition of Consideration Shares under the In-specie Distribution (whether the regime is provided for by law or otherwise).

No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (<http://www.samphireuranium.com.au/>) and Alligator Energy maintains an internet site (<http://www.alligatorenergy.com.au/>). Any reference in this document to these internet sites is a textual reference only and does not form part of this document.

Your Vote is important

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

Voting in Person

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

Voting by Proxy

A Shareholder who is entitled to vote at the Meeting may appoint a proxy who need not be a Shareholder. For the convenience of Shareholders a proxy appointment form is enclosed. A Shareholder who is entitled to cast more than one vote may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In order to be valid, the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:00am (Adelaide time) on Tuesday, 29 September 2020):

Online: Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at www.investorvote.com.au;

Mail: Samphire Uranium Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia; or

Fax: Samphire Uranium Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +613 9473 2555.

Online: For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com.

Appointment of a Company representative

A Shareholder who is a body corporate may appoint an individual as a representative to exercise all or any of the rights and privileges the body corporate may exercise at the Meeting pursuant to section 250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

1 RESOLUTION 1 – RATIFICATION OF SALE OF SUBSIDIARY

1.1 Background to Resolution 1

Resolution 1 seeks shareholder approval for the sale of the Company's subsidiary, SUPL, to Alligator Energy.

Clause 4.1.2.5 of the constitution of the Company provides that the approval of Shareholders is required if the Company proposes to sell or otherwise dispose of the whole or any part of the assets, undertakings and other properties of the Company.

Pursuant to the Sale Agreement, the Company has agreed to sell, and Alligator Energy has agreed to buy, all of the shares in SUPL in consideration for 679,561,608 fully paid ordinary shares in Alligator Energy. As SUPL is a wholly-owned subsidiary of the Company and holds the Samphire Uranium Project, comprising substantially all of the Company's assets and undertaking, the Company must therefore obtain the approval of its Shareholders to sell SUPL to Alligator Energy pursuant to the Sale Agreement.

Completion under the Sale Agreement is therefore conditional on (amongst other things), the Shareholders approving the Transaction under this Resolution 1. If Shareholders do not approve Resolution 1, the Transaction will not proceed, even if Shareholders approve the In-Specie Distribution pursuant to Resolution 2. If Resolution 1 is not approved, the Company will continue to hold all of the shares on issue in SUPL and the Company will remain an unlisted public company. The Company will continue to seek other opportunities that provide value for its Shareholders.

For further details regarding the Transaction, please refer to the below summary of the Transaction under the heading 'Resolution 2 - Approval of Equal Reduction of Capital by way of In-Specie Distribution'.

1.2 Board Recommendation

The Board recommends that Members vote **IN FAVOUR** of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

2 RESOLUTION 2 – APPROVAL OF EQUAL REDUCTION OF CAPITAL BY WAY OF IN-SPECIE DISTRIBUTION

Resolution 2 seeks approval of Shareholders to an equal reduction of capital, to be effected by way of an in-specie distribution of the Consideration Shares to Shareholders, pro-rata in proportion to their shareholdings in the Company on the Record Date.

2.1 Background and Overview of the Company

Competent Person's Statement

Blackbush and Plumbush Inferred Mineral Resource Estimates - General

Information in this Explanatory Memorandum concerning projects owned by the Company is based on information compiled by Mr Russel Bluck who is a Member of the Australian Institute of Geoscientists. Mr Bluck is a consultant geologist to the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which is reported, to qualify as a Competent Person as defined by the JORC Code 2012. Mr Bluck consents to the inclusion in this Explanatory Memorandum of matters based on his information in the form and context in which it appears.

The Company confirms it is not aware of any new information or data that materially affects the information included in previously released reports. The Company confirms that all material assumptions and technical parameters underpinning the estimates of Inferred Resources if any and Exploration Targets in previously released reports continue to apply and have not materially changed.

Plumbush Inferred Mineral Resource Estimate - Cautionary Statement

In relation to the Plumbush Inferred Mineral Resource estimate, the following cautionary statement is made:

- the Plumbush Inferred Mineral Resource estimate is reported in accordance with JORC Code 2004 and therefore may not conform to the requirements of the JORC Code 2012;
- the Exploration Results have not been reported in accordance with JORC Code 2012;

- a Competent Person has not done sufficient work to disclose the Exploration Results in accordance with the JORC Code 2012;
- it is possible that following further evaluation and/or exploration work that the confidence in the prior reported Exploration Results may be reduced when reported under the JORC Code 2012;
- nothing has come to the attention of the Company that causes it to question the accuracy or reliability of the Exploration Results relating to the Plumbush Inferred Mineral Resource estimate;

Company information

The Company was incorporated on 15 June 2016 and is an unlisted Australian public company with an issued share capital of 226,520,536 Shares and 1,650 Shareholders.

SUPL is a wholly-owned subsidiary of the Company and has 2 fully paid ordinary shares on issue. SUPL is the holder of the Blackbush and Plumbush uranium deposits totalling 46.6 M lbs of U₃O₈ at a cut-off grade of 100 ppm on Exploration Licence 5926 which lie approximately 20kms south of Whyalla in South Australia, plus approximately \$700,000 of cash, other assets, and various joint venture agreements in the region as follows:

- 2.1.1 the Blackbush deposit with an Inferred Mineral Resource estimate of 64.5 million tonnes of mineralisation at a bulk grade of 230ppm containing 14,850 tonnes U₃O₈ at a 100ppm eU₃O₈ cut-off grade (JORC 2012). Further information in relation to the Blackbush deposit and the associated Inferred Mineral Resource estimate can be found in the announcement of UraniumSA Limited released to ASX and dated 27 September 2013¹;
- 2.1.2 the Plumbush deposit with an estimated inferred resource 21.8 million tonnes of mineralisation at a bulk grade of 292ppm containing 6,300 tonnes U₃O₈ at a 100ppm eU₃O₈ cut-off grade (JORC 2004). Further information in relation to the Plumbush deposit and the associated Inferred Mineral Resource estimate can be found in the announcement of UraniumSA Limited released to ASX and dated 14 April 2011²;
- 2.1.3 Angus Resources Pty Ltd (ACN 119 059 380), a wholly-owned dormant subsidiary of SUPL;
- 2.1.4 a disputed interest in a joint venture with Hiltaba Gold Pty Ltd (ACN 099 086 683) over Exploration Licence 6350 for uranium exploration rights³; and
- 2.1.5 an interest in a joint venture with Archer Energy and Resources Pty Ltd (ACN 149 469 625) over Exploration Licence 5804 for uranium exploration rights,

(together, **Samphire Uranium Project**).

2.2 Transaction

The Company and SUPL have entered into the Sale Agreement with Alligator Energy in relation to the Transaction. Under the Transaction:

- 2.2.1 the Company has agreed to sell, and Alligator Energy has agreed to purchase, all of the shares in SUPL in consideration for Alligator Energy agreeing to issue the Consideration Shares to the Company (being 679,561,608 fully paid ordinary shares in Alligator Energy, at a deemed issue price of \$0.006 each) which will represent approximately 32% of the total Alligator Energy Shares on issue upon completion of the Transaction⁴; and
- 2.2.2 following the issue of the Consideration Shares to the Company, the Company has agreed to effect the In-Specie Distribution pursuant to which each Shareholder will receive three (3) Alligator Energy Shares for every one (1) Share held by that Shareholder on the Record Date.

¹ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20130927/pdf/42jnqgsn2cqcgg.pdf>

² A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20110414/pdf/41y1y07swzhvf1.pdf>

³ SUL is in dispute with Hiltaba Gold Pty Ltd as to the status of the Eyre Peninsula Joint Venture. This dispute does not impact on the Transaction on the basis that it is not a material asset.

⁴ This assumes that there will be no change to the issued capital of Alligator Energy between the date of this Notice of Meeting and the date on which completion occurs in respect of the Transaction. The Consideration Shares equate to 47.2% of the current issued share capital of Alligator Energy (prior to completion of the Transaction and the expanded capital structure taking effect).

Following completion of the In-Specie Distribution, the Shareholders will hold the Consideration Shares directly (rather than indirectly through the Company), and may trade those shares on the ASX.

Following completion of the Transaction (and, in particular, the In-Specie Distribution to Shareholders), it is proposed that the Company will be wound up by way of a members' voluntary winding-up.

The table below sets out the effect of the Transaction (both before and after completion of the In-Specie Distribution) on the capital structure of Alligator Energy:

Shareholder	Alligator Energy Shares held (in aggregate) prior to Transaction	Alligator Energy Shares issued under Transaction	Alligator Energy Shares held (in aggregate) prior to In-Specie Distribution	Alligator Energy Shares held (in aggregate) after In-Specie Distribution
Existing Alligator Energy shareholders	1,438,429,342	-	1,438,429,342	1,438,429,342
Company	-	679,561,608	679,561,608	-
Company Shareholders	-	-	-	679,561,608
Total Alligator Energy Shares	1,438,429,342	2,117,990,950	2,117,990,950	2,117,990,950

As noted in Section 2.2.1 above, upon issue of the Consideration Shares and for any period prior to completion of the In-Specie Distribution, the Company will hold approximately 32% of the total number of Alligator Energy Shares on issue. Section 606(1) of the Corporations Act prohibits a person from acquiring a relevant interest in the voting shares of a listed company if, as a result of the acquisition of that relevant interest, the person's or someone else's voting power in the company increases from 20% or below to more than 20%, unless a relevant exception under section 611 of the Corporations Act applies (**Takeovers Prohibition**).

Because the Transaction will result in the Company acquiring a relevant interest in more than 20% of Alligator Energy Shares, the Company applied to, and has been granted relief by, ASIC (**ASIC Relief**) from the application of the Takeovers Prohibition in respect of the proposed acquisition of Consideration Shares pursuant to the Transaction. As a condition of the ASIC Relief, the Company has entered into an irrevocable deed of undertaking in favour of ASIC (**Deed**) pursuant to which the Company has undertaken the following:

2.2.3 it will not, at any time, exercise the votes attaching to, nor control or influence the exercise of the votes attaching to the Consideration Shares;

2.2.4 subject to the undertaking described in Section 2.2.6 below, the Company will take all reasonable steps to ensure that the Consideration Shares are transferred to its members or nominees within 3 business days of the date of their issue by Alligator Energy; and

Pursuant to the terms of the Deed, the Company will not be in breach of the undertaking described in Section 2.2.4 above to the extent that any Consideration Shares are not transferred to its members or nominees within 3 business days of the date of their issue by Alligator Energy in circumstances where:

2.2.5 such members have been determined by the Company to be Ineligible Overseas Shareholders (as to which, see Section 2.13 below); and

2.2.6 the Company:

2.2.6.1 transfers the Consideration Shares that would otherwise be transferred to Ineligible Overseas Shareholders (**Non-Transferring Shares**) to a nominee who holds an Australian financial services licence (**Relevant Nominee**); and

2.2.6.2 appoints the Relevant Nominee to sell or procure the sale of the Non-Transferring Shares as soon as reasonably practicable after the date of issue by Alligator Energy and then account to any Ineligible Overseas Shareholder for the net proceeds of their sale, after deducting the reasonable costs and expenses of the sale; or

so long as the Non-Transferring Shares retained by the Relevant Nominee until the above undertakings can be discharged do not represent an interest in more than 1% of the total issued capital of Alligator Energy. The Company anticipates that the maximum number of Non-Transferring Shares will equate to approximately 0.7% of the total issued capital of Alligator Energy following completion of the Transaction.

2.3 Conditions of the Transaction

Completion of the Transaction remains conditional upon the following conditions being met:

- 2.3.1 Alligator Energy obtaining the approval of its shareholders for the purposes of ASX Listing Rule 7.1 for the issue of the Consideration Shares to the Company; and
- 2.3.2 the Shareholders passing Resolutions 1 and 2.

There is no certainty that the above conditions will be satisfied. In addition, either the Company or Alligator Energy may terminate the Sale Agreement if, prior to completion of the Transaction, a material adverse change occurs in respect of the business, assets or financial condition of the other party or an event occurs which prevents the other party from performing their obligations under the Sale Agreement.

2.4 Timetable

The following indicative timetable applies to the In-Specie Distribution (subject to Resolution 2 being passed):

Event	Date
Alligator Energy shareholder meeting	Thursday, 1 October 2020
Shareholder meeting	Thursday, 1 October 2020
Record Date	7pm on Friday, 2 October 2020
Distribution Date	Wednesday, 7 October 2020*

* These dates are indicative only and may change without notice, including if the Transaction does not complete in accordance with the terms of the Sale Agreement (for example, if a condition of the Transaction is not satisfied or a party exercises its right to terminate the Sale Agreement prior to completion).

Following the In-Specie Distribution, Alligator Energy will procure the despatch of holding statements to Shareholders in relation to their shareholding in Alligator Energy.

The timetable is indicative only and the Board reserves the right to vary this timetable at its discretion.

2.5 Corporations Act requirements

The proposed reduction of capital by way of the In-Specie Distribution is an equal capital reduction on the basis that:

- 2.5.1 the In-Specie Distribution relates only to ordinary shares of the Company;
- 2.5.2 the In-Specie Distribution applies to each Shareholder in the proportion to the number of Shares they hold; and
- 2.5.3 the terms of the In-Specie Distribution are the same for each Shareholder.

Under section 256B(1) of the Corporations Act, the Company may reduce its share capital if the reduction:

- 2.5.4 is fair and reasonable to the Shareholders as a whole;
- 2.5.5 does not materially prejudice the Company's ability to pay its creditors; and
- 2.5.6 is approved by Shareholders under section 256C of the Corporations Act.

Subject to Resolution 2 being passed, the Directors consider that each of the above requirements is met in respect of the In-Specie Distribution, having regard to the circumstances of the Company and the reasons for implementation of the Transaction (and implications if the Transaction were not implemented) outlined in this Explanatory Memorandum.

In particular, and for the purposes of section 256B of the Corporations Act, the Directors consider that the capital reduction effected by way of the In-Specie Distribution is fair and reasonable to the Company's Shareholders as a whole because it will:

- 2.5.7 allow Shareholders to retain their exposure to the Company's existing portfolio of projects while also providing Shareholders with exposure to Alligator Energy's portfolio of complimentary projects;
- 2.5.8 offer improved liquidity for Shareholders' existing investment;
- 2.5.9 facilitate better access to the capital required to develop the Company's existing projects, via access to equity capital markets; and
- 2.5.10 avoid the need for the Company to comply (at significant cost and delay) with the takeovers requirements of Chapter 6 of the Corporations Act as a result of acquiring an interest in the Consideration Shares which, without the In-Specie Distribution, would result in the Company acquiring an interest in 32% of the issued share capital of Alligator Energy.

Section 256C(1) of the Corporations Act provides that an equal capital reduction must be approved by an ordinary resolution passed at a general meeting of the Company. Resolution 2 seeks this approval. Under section 256C(4), the Company must give all information known to the Company that is material to the decision on how to vote on Resolution 2 (however the Company does not need to give this information if it would be unreasonable to expect the Company to do so because it had already been disclosed to Shareholders). This Explanatory Memorandum sets out the relevant information known to the Company.

The Company has lodged a copy of this Notice of Meeting and Explanatory Memorandum with ASIC in accordance with section 256C(5) of the Corporations Act.

2.6 Financial benefit to related party

Directors Lindsay Carthew and Martin Janes will participate in the In-Specie Distribution in their capacity as Shareholders in the Company, as set out in the table below. Director Eric Whittaker is not a Shareholder in Samphire.

Director	Company Shareholding	Company Shareholding (%)	In-Specie Distribution entitlement	Alligator Energy Shareholding (%)
Lindsay Carthew	42,510,462	18.77%	127,531,386	6.02%
Martin Janes	4,360,130	1.92%	13,080,390	0.618%

Chapter 2E of the Corporations Act requires shareholder approval to be obtained for a public company to give a financial benefit to a related party of that company (which includes a director of the company). Shareholder approval is not required if the giving of the financial benefit falls within an exception as set out in Chapter 2E.

The participation of the above named Directors in the In-Specie Distribution constitutes the giving of a financial benefit by the Company to a related party of the Company for the purposes of Chapter 2E of the Corporations Act. However, the Board (other than the above named Directors) have determined that the exception in section 215 of the Corporations Act applies on the basis that the benefit is to be given to the Directors in their capacity as Shareholders and the giving of the benefit to the Directors does not discriminate unfairly against the other Shareholders. As a result, it has been determined that Shareholder approval of the financial benefit is not required for the purposes of Chapter 2E of the Corporations Act.

2.7 Information regarding Alligator Energy

Alligator Energy is a company admitted to the Official List of the ASX. Alligator Energy was admitted to the ASX in 2011.

Alligator Energy is a uranium and energy metal exploration company with a uranium deposit and exploration tenements in the Alligator Rivers Uranium Province in the Northern Territory. Alligator Energy also has the right to acquire a large uranium exploration tenement in the Cooper Basin, South Australia, under a farm-in and share purchase agreement with Big Lake Uranium Pty Ltd, along with direct and indirect interests in nickel and cobalt exploration tenements in the Piedmont region, northern Italy. A listing of Alligator Energy's tenement holdings can be found at Schedule 1 of this Explanatory Memorandum.

Alligator Energy's strategy is to advance its key exploration targets, through direct and strategic partner investment, while evaluating and acquiring further uranium or energy minerals assets in target regions.

Alligator Energy has been active in uranium exploration since 2010 and has an initial high-grade uranium resource (Caramal deposit) in West Arnhem Land, Northern Territory, details of which are set out in section 2.7.2 below.

Alligator Energy still has one of the few Board, Management and advisory teams that have discovered uranium projects, taken uranium projects through resource definition and into development, and managed and operated uranium mines.

2.7.1 Board of Directors

The Board of Alligator Energy comprises of:

Mr Paul Dickson, Non-Executive Chairman

Finance professional and corporate advisory

- Nearly 30 years' experience in the finance services industry, - including Ord Minnett Ltd and Colonial Stockbroking Limited – plus various corporate advisory boutiques, including Paradigm Capital Pty Ltd
- Currently with Henslow Markets section

Mr Peter McIntyre, Non-Executive Director

Civil Engineer, General Manager, CEO

- Mine and General management with WMC, including nickel and gold operations, and involved with the development of a number of major mining projects
- Corporately has established and steered companies through their early stages into significant businesses
- Founding Managing Director of Extract Resources during the discovery and pre-feasibility stage of the Husab Uranium mine in Namibia
- Currently CEO and Director of minerals investment group Macallum Group (a substantial shareholder in Alligator Energy)

Mr Andrew Vigar, Non-Executive Director

Geologist, CEO, Director

- Over 35 years' experience in the minerals industry including Utah, Emperor Gold, WMC, CRA Exploration
- Commenced Vigar and Associates consultants in 1996, which became part of SRK Consulting
- Founding MD for Mining Associates group – Australia and Hong Kong, and founder and Chairman of the Brisbane Mining Club

Mr Greg Hall, Chief Executive Officer and Director

Mining Engineer, Mine Manager, CEO, Marketing Executive

- Over 35 years in mine operations management, commodities marketing, CEO of minerals companies
- Management roles at WMC Olympic Dam & nickel mines, LKAB Iron Ore (Sweden), ERA Ranger and Jabiluka Uranium; Commodities marketing with Rio Tinto Uranium, Bauxite & Alumina
- Founding MD of Toro Energy Ltd – achieved approval of WA's first modern uranium mine project – and former CEO of Hillgrove Resources
- NED of Copperstone Resources (Sweden); Consultant Project Director for Rex Minerals; and President of SACOME from 2017 to 2020+

2.7.2 Projects

Competent Person's Statement

Uranium

Information in this Explanatory Memorandum concerning uranium projects owned by Alligator Energy is based on current and historic Exploration Results compiled by Mr Andrew Peter Moorhouse who is a member of the Australasian Institute of Geoscientists. Mr Moorhouse is an employee of Alligator Energy, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code 2012. Mr Moorhouse consents to the inclusion in this Explanatory Memorandum of the matters based on his information in the form and context in which it appears.

Nickel-Cobalt

Information in this Explanatory Memorandum concerning the Piedmont Project is based on current and historic Exploration Results compiled by Mr Andrew Vigar who is a Fellow of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Vigar is a non-executive director of Alligator Energy, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code 2012. Mr Vigar consents to the inclusion in this Explanatory Memorandum of the matters based on his information in the form and context in which it appears.

Alligator Rivers Uranium Province (ARUP) – Northern Territory

Alligator Energy is focused on the discovery of large economic high-grade uranium deposits with clear pathways for approval and development in the ARUP region. The ARUP region contains multiple uranium targets in a well-defined regional uranium bearing zone, which includes the Caramal deposit (6.5 million lbs U₃O₈ @ 0.31% (3,100ppm)) (refer to Alligator Energy's ASX Release dated 19 April 2012⁵).

Alligator Energy has conducted, with its specialist consultants, a comprehensive re-evaluation of the regional and local geology for West Arnhem Land (refer Alligator Energy's ASX Release dated 4 April 2019⁶). From this work, Alligator Energy enhanced its understanding of the stratigraphic and structural relationships that it believes are the proven key to mineralisation of large uranium deposits within the ARUP region. This in turn allows better and more focussed targeting of future exploration activities.

This re-evaluation study highlighted a broad prospective zone running from the southern Beatrice project, through the eastern portion of the Tin Camp Creek project and into the Nabarlek North Application area as high priority for further work. Along this trend, 8 areas for immediate assessment were highlighted combined with 6 addition target areas within Alligator Energy's licences.

Alligator Energy has completed an agreement with Traditional Owners in the western Arnhem Land and the Northern Land Council (NLC) over the highly prospective Nabarlek North tenements (refer Alligator Energy's ASX Release dated 26 February 2020⁷) and expects the grant by the Department of Primary Industries and Resources, Northern Territory to occur during quarter 3 of 2020 (refer to Alligator Energy's June 2020 Quarterly Activities Report released to ASX on 31 July 2020⁸).

⁵ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20120419/pdf/425pwnq4grbc7v.pdf>

⁶ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20190404/pdf/4441mp1nsmd9gd.pdf>

⁷ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20200226/pdf/44fg2vks75nkw4.pdf>

⁸ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20200731/pdf/441fg81q3cwjw.pdf>

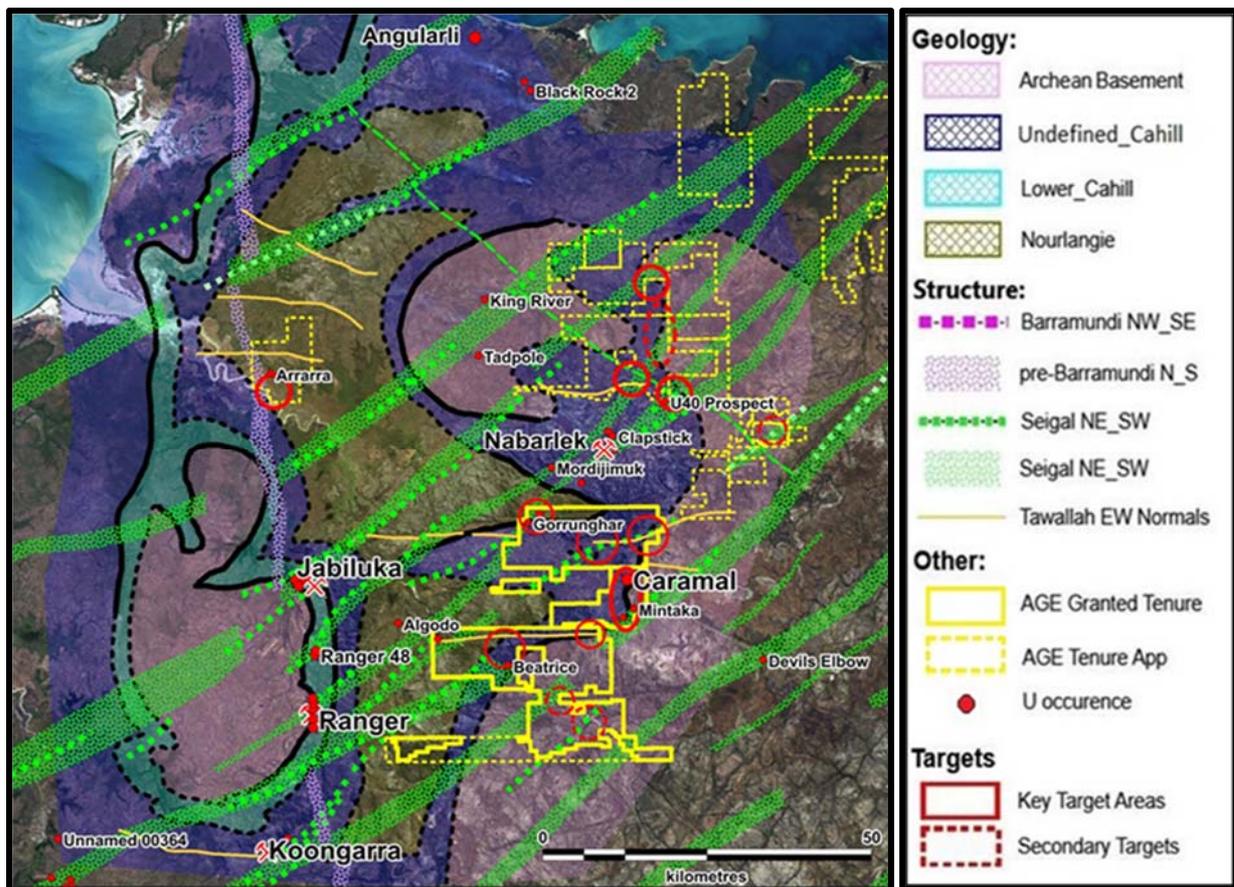


Figure 1 – Alligator Energy ARUP licences and recent geological interpretations

Big Lake Uranium Project – ISR Uranium concept target – South Australia

Alligator Energy has agreed farm-in terms with Big Lake Uranium Pty Ltd and its shareholders to acquire a 100% interest in the Big Lake Uranium Project in the Cooper Basin, South Australia exploring for in-situ recovery (ISR) uranium.

South Australia has existing uranium production, strong Government and public familiarity, excellent regulator experience and uranium concentrate logistics. Shallow sandstone hosted ISR deposit styles are amenable to rapid and low-cost exploration and exploitation.

The region demonstrates geological analogies to existing world class ISR fields, including:

- Uranium Source: Known uranium rich basement rocks;
- Transport: Evidence of fluids transport from uranium bearing basement rocks into sandstone basins; and
- Trap: Hydrocarbons (gas) providing reductant for uranium deposition. The Big Lake Uranium Project, which is situated within the Cooper Basin hydrocarbon fields in South Australia bears similarities with the Kazakhstan, Texas and Wyoming uranium fields, which are all related to hydrocarbon fields. The Cooper basin setting bears similarities to the Kazatomprom ISR owned and operated uranium fields in Kazakhstan, the historical Texas ISR uranium fields where the USA's first commercial ISR mines were established, and the Wyoming ISR fields, particularly the Powder River Basin and the Gas Hills areas.

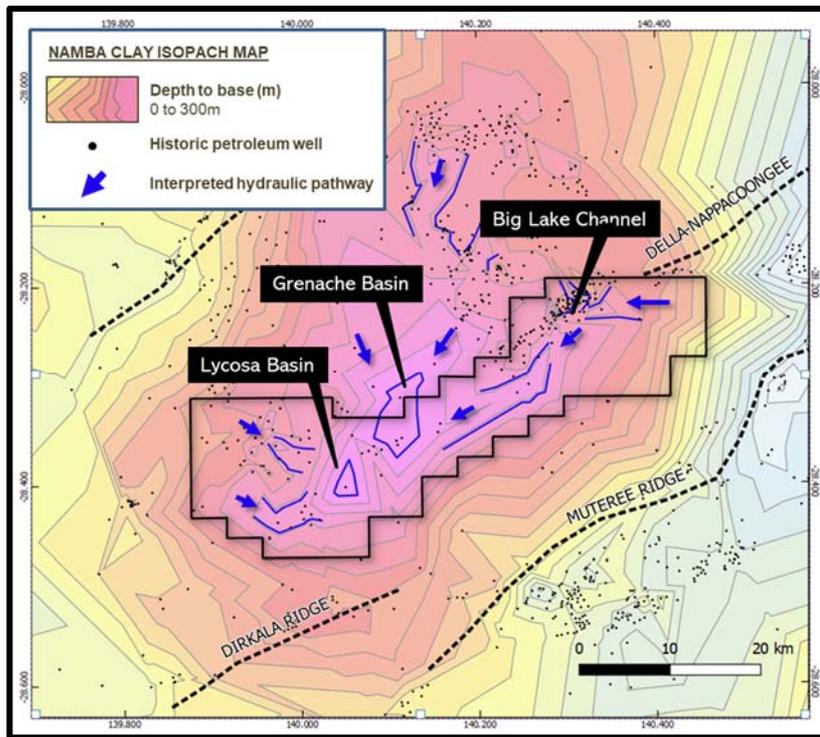


Figure 2 – Big Lake tenement isopach map and interpreted hydraulic pathways

Uranium anomalism has been recorded within the Big Lake Uranium Project exploration licence through oil and gas well gamma logging, with limited historic uranium drilling confirming these gamma anomalies (proof of metal in the system). While historic work has followed up known gamma anomalies at the Big Lake Uranium Project, the current level of definition is believed to represent potential oxidised tails of roll front style uranium occurrences with primary accumulations yet to be defined within fertile palaeochannels adjacent to hydrocarbon domes which are yet to be investigated.

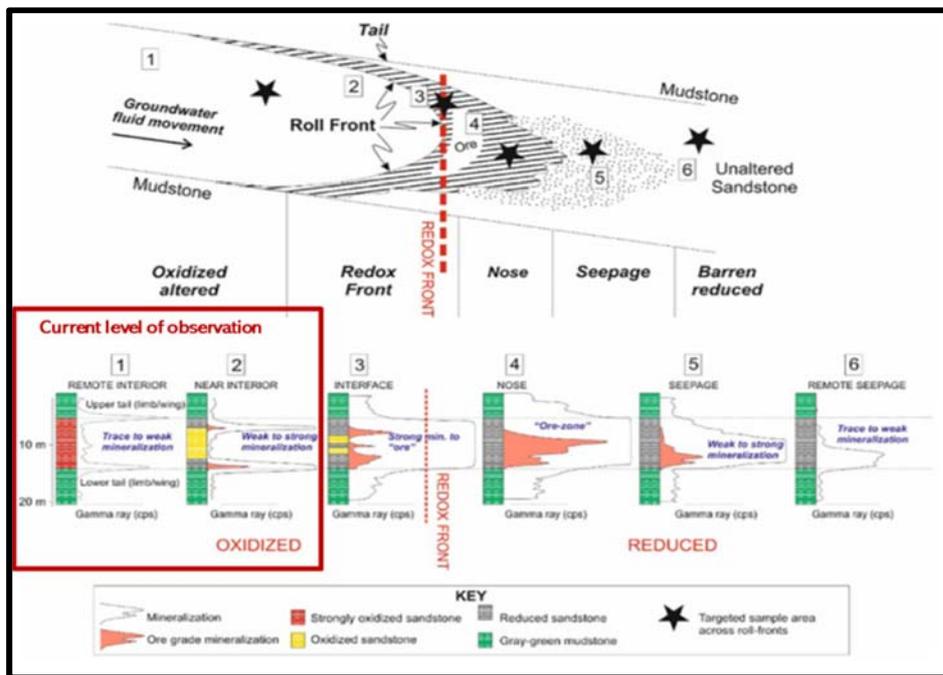


Figure 3 – Roll front mineralisation model and current level of observation

The Big Lake Uranium Project complements Alligator Energy's strategy in exploration for economically viable uranium deposits in favourable jurisdictions for uranium mining. Both the ARUP region and the Cooper Basin represent opportunities for uranium projects that can be profitable through low uranium price cycles.

Under the South Australian Government's Accelerated Discovery Initiative Alligator Energy has secured an award of \$152,400 in co-funding of exploration expenses associated with geophysical surveys to be undertaken on the Big Lake Uranium Project.

These funds will be used to delineate paleochannels and meet the initial direct drilling costs to test the concept at the Big Lake Uranium Project (Refer Alligator Energy's ASX release dated 26 June 2020⁹).

Exploration work has commenced preparing first phase geophysics to be progressed upon lifting of COVID-19 restrictions.

Piedmont Ni Co Cu Project in northern Italy

Alligator Energy's Piedmont Project setting is a major gabbroic mafic complex, with sub-volcanic layered intrusive structures leading down to depth. The region of interest extends some 30kms in length, by 2 to 3kms wide, and contains multiple historic nickel, cobalt and copper workings.

Alligator Energy's ground truthing and sampling has confirmed the high-grade tenor of the region, and the company is currently communicating with potential strategic partners to advance next exploration steps.

Assay results from 2018 field work include a range of significant metal grades from two phases of sampling including:

Phase 1: 0.19 to 2.48% Ni, 0.02 to 0.17% Co and 0.07 to 0.98% Cu; (Refer Alligator Energy ASX release 26 July 2018¹⁰)

Phase 2: 0.49 to 2.24% Ni, 0.02 to 0.19% Co, 0.12 to 6.38% Cu and 0.6 to 60.8g/t Au; (Refer Alligator Energy ASX release 14 Sept 2018¹¹)

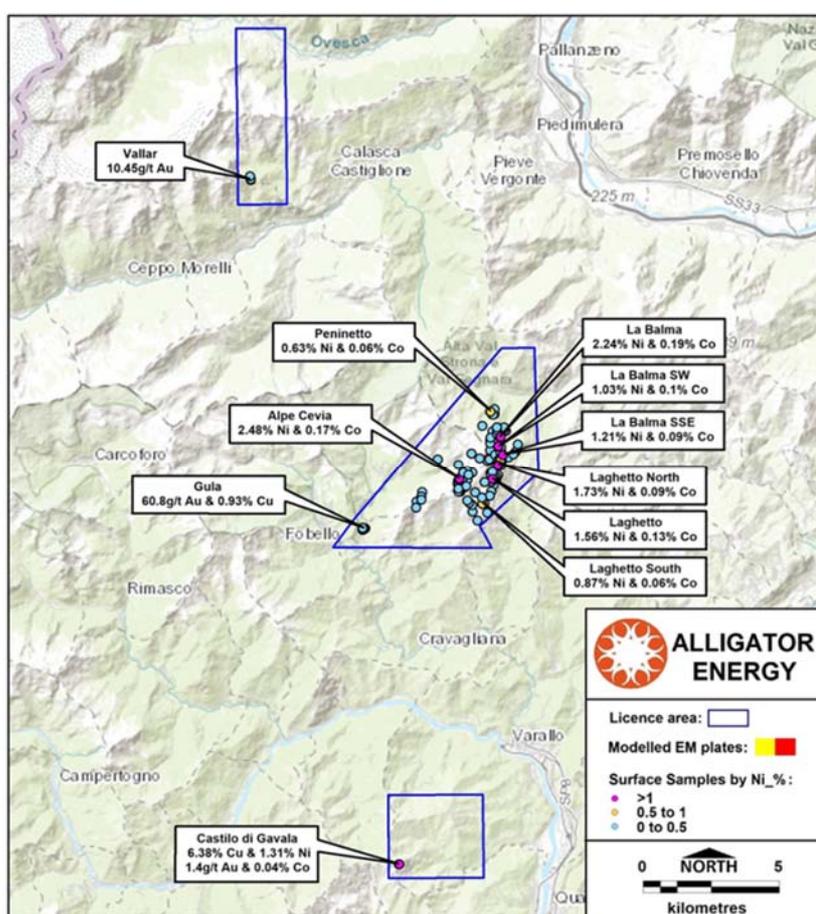


Figure 4 – Phase 1 & 2 Sampling highlights

Notice has been received from the Turin based mining authority of approval for drilling permits lodged within the Alpe Laghetto licence and renewal for a further 2 years, paving the way to progress the Piedmont Project at the right time.

A detailed technical review by a world renowned nickel / cobalt geologist with extensive experience in this style of mineralisation has provided support for the potential of large scale Ni and Co-occurrences in the province. Alligator Energy is seeking potential

⁹ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20200626/pdf/44jz6prfmz9kml.pdf>

¹⁰ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20180726/pdf/43wsdn8f3tq411.pdf>

¹¹ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20180914/pdf/43ybd4j8dtpcy6.pdf>

strategic partners to directly invest in the Piedmont Project and to support exploration work in the region (Refer Alligator Energy's ASX Release dated 9 July 2019¹²).

2.7.3 Future plans and priorities - Samphire Project

If the Transaction completes and Alligator Energy assumes control of the Samphire Project, Alligator Energy believes the Samphire Project will provide positive value for Alligator Energy Shareholders (including those Shareholders receiving Alligator Energy Shares as part of the In-Specie Distribution) and an opportunity to advance further work as follows:

- 2.7.3.1 the grade-tonnage table for the Blackbush Inferred Mineral Resource indicates the opportunity to increase cut-off grade for a higher resource grade. For example, a cut-off grade of 300ppm eU₃O₈ gives a contained resource of 6,750t (14.9 Mlbs) U₃O₈ at a grade of 654 ppm (similar to Boss Resources' Honeymoon Project planned restart average grade – ASX:BOE release dated 21 Jan 2020¹³);
- 2.7.3.2 the Blackbush deposit and other mineralisation lies at a shallow depth of around 60 m in permeable sands, providing further support to its potential future extraction through either ISR or open pit methods depending on uranium market and price;
- 2.7.3.3 the Company (through its previous owner UraniumSA Limited) undertook high quality laboratory metallurgical recovery test work, indicating high uranium leachability, and also undertook initial co-development work on resin extraction processes. Recent advances by Australia's Nuclear Science and Technology Organisations on continuous Ion Exchange (IX) and resins suitable for saline water environments indicate the likelihood of a future viable extraction flowsheet;
- 2.7.3.4 the acquisition strongly augments Alligator Energy's current and planned work on exploration for potential ISR style mineralisation on the Big Lake Uranium Project in the Cooper Basin region; and
- 2.7.3.5 the Transaction will more than double Alligator Energy's shareholder base, including investors interested and focussed on uranium projects and broadens Alligator Energy's overall exposure to uranium projects in supportive and stable jurisdictions.

At the conclusion of the Transaction, Alligator Energy plans to undertake the following initial desktop and on-ground work:

- 2.7.3.6 review possible extensions to the Blackbush deposit along known channels and develop immediate potential resource expansion targets;
- 2.7.3.7 review the Blackbush deposit previous designs for ISR and open pit mining, to determine potential areas for upside value accretion;
- 2.7.3.8 review latest continuous IX and resin technology to determine potential uranium processing upside value; and
- 2.7.3.9 expand on initial landowner contacts and community engagement to ensure ongoing transparency of information and plans.

2.7.4 Cash Position and Material Contracts

Alligator Energy had \$899,000 in cash as at 30 June 2020 (per latest Appendix 5B Cashflow released by Alligator Energy to ASX on 31 July 2020¹⁴). Upon completion of the Transaction, the combined cash position of the group (including SUPL) will increase by an additional \$700,000. Alligator Energy's board anticipates that a capital raising in early 2021 will be required to sustain future operations, and will determine requirements in this regard once results from project work for the balance of 2020 are known.

Material Contract - Big Lake Uranium Project Farm-In Agreement

Alligator Energy has signed a binding Farm-in and Share Sale Agreement with BLU on 4 December 2019 that allows it to earn a 100% interest in the Big Lake Project mineral title. The principal terms of the agreement are:

¹² A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20190709/pdf/446h82m8qw7kkl.pdf>

¹³ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20200121/pdf/44ddj986pcm3ts.pdf>

¹⁴ A copy of this release can be obtained via the following link: <https://www.asx.com.au/asxpdf/20180914/pdf/43ybd4j8dtpcy6.pdf>

- Alligator Energy to pay BLU \$10,000 once the signed Farm-in and Share Sale Agreement becomes unconditional and to issue 3 million fully paid ordinary shares to Taycol Nominees Pty Ltd (subject to Shareholder approval at the 2019 AGM) for introduction of the BLU opportunity (Facilitation Fee Shares) - completed;
- Alligator Energy to spend at least \$220,000 over the period to 21 July 2021 to progress assessment of the concept and to meet the minimum expenditure commitments for the exploration licence – underway;
- On expending at least \$220,000 on exploration and evaluation during the farm-in period, Alligator Energy has the right to acquire a 100% interest in Big Lake Uranium Pty Ltd (a single purpose entity set up to acquire EL 6367) through the issue of 30 million fully paid ordinary shares in Alligator Energy (Acquisition Performance Shares – see section 2.14);
- BLU has agreed to a voluntary escrow period for the Acquisition Performance Shares of six months (50%) and twelve months (50%) from the date of issue;
- If Alligator Energy withdraws from the farm-in arrangement or does not incur the minimum expenditure it will hold no interest and has no rights for reimbursement; and
- If Alligator Energy discovers and defines a JORC compliant Inferred Resource of 25 million lbs U3O8 at 1,000ppm uranium or greater on the Project within five (5) years, then Alligator agrees to issue a further 30 million fully paid ordinary shares in Alligator Energy to the BLU Shareholders or their nominees (Contingent Consideration Performance Shares – see section 2.14).

Material Contract - Chris Reindler & Partners (CRP) Farm-In Agreement

Alligator Energy signed a binding Heads of Agreement with CRP on 31 January 2018 and a full form Farm-in Agreement on 28 November 2018 that allows it to earn up to a 70% interest in mineral titles comprising the Piedmont Project. The principal terms of the agreement are:

- Alligator Energy paid CRP \$45,000 worth of Alligator Energy shares to be held in escrow for at least six months (50%) and twelve months (50%) upon signing the Heads of Agreement;
- Alligator Energy commits to solely fund and manage a minimum of \$250,000 of exploration within six months of gaining on-ground access to the area covered by the titles (Phase 1). This work is now completed and included:
 - a. magnetic surveys to test the ability to locate/confirm the features identified in the airborne geophysical surveys and to confirm/define drill targets on them
 - b. geochemical sampling of soils from ridges, spurs and areas of EM/magnetic anomalism and from streams to locate other mineralised areas
 - c. assessing all old workings and prospecting around them to ascertain their style of mineralisation and potential;
- After completion of this work program Alligator Energy elected to move to Phase 2 of the Agreement to earn a 51% interest in the titles by paying CRP \$45,000 in shares and cash and solely funding and managing a further \$400,000 program of work which plans to include drill testing of the best targets. Alligator Energy can withdraw from this work program at any time, and the target for completion of this work has been extended to April 2023 by mutual agreement. If Alligator Energy does not complete this work it will have earned no interest and will have no further rights in the mineral titles;
- Upon Alligator Energy earning a 51% interest in the titles a Joint Venture (JV) will be formed but Alligator Energy has the right to earn a further 19% interest (70% total) by solely funding, managing and completing a further \$1.25M program of work;
- Upon Alligator Energy ceasing sole funding the partners to the JV will contribute in proportion to their interest in the JV or dilute. If a partner's interest falls below 10% it will be converted to a 1% NSR;
- The partner with the largest interest will be the manager of the JV with voting in proportion to interest in the JV; and
- If a partner wishes to divest part or all of its interest in the JV it must first offer that interest to the remaining partners.

CRP has also agreed to offer Alligator Energy with a first right of refusal to participate in any other copper, nickel or cobalt projects it identifies or agrees to acquire in Italy.

Other contracts

Alligator Energy has a small office in Spring Hill, QLD, with an office lease running to 30 April 2021 at a cost of \$1,700 per month. There are no material contracts with suppliers for goods or services or other material contracts.

2.8 Advantages and disadvantages of the Transaction

2.8.1 Advantages

- 2.8.1.1 Shareholders that receive Consideration Shares will maintain the opportunity to participate in the upside of SUPL's projects through their interest in Alligator Energy which will acquire 100% of the shares in SUPL.
- 2.8.1.2 Shareholders that receive Consideration Shares will obtain an interest in existing Alligator Energy projects, as described in further detail above, in addition to their existing interest in the Samphire Uranium Project. An interest in multiple projects therefore diversifies the exploration opportunity upside, and further mitigates the discovery risk for Shareholders.
- 2.8.1.3 Future capital raising and expenditure in respect of SUPL's projects will be the responsibility of Alligator Energy. As a company listed on ASX, Alligator Energy is likely to have a greater capacity than is currently available to the Company to access capital to pursue project development.
- 2.8.1.4 As Alligator Energy is listed on the ASX, Shareholders will have access to a more liquid market for potential trading of Alligator Energy Shares than is currently available to them in respect of Company Shares. As a result, Shareholders will have more opportunities to realise the value of their investment than is currently the case.
- 2.8.1.5 Alligator Energy, as a company whose shares are quoted on the ASX, is a disclosing entity and, as such, is subject to regular reporting and disclosure obligations and Shareholders that receive Consideration Shares will be afforded the shareholder protections provided by the listing rules of the ASX.
- 2.8.1.6 Alligator Energy has Board, Management and advisory teams that have discovered uranium projects, taken uranium projects through resource definition and into development, and managed and operated uranium mines. Alligator Energy management have particular experience in uranium exploration, development and operations, plus Government and community engagement in the jurisdiction of South Australia where the Company's assets are located.

2.8.2 Disadvantages

- 2.8.2.1 Shareholders that receive Consideration Shares will become holders of shares in Alligator Energy and the objectives and interests of Alligator Energy are likely to differ from those of the Company and may not align with those of the Shareholders. Shareholders should have regard to the general and specific risk factors associated with an investment in Alligator Energy as set out in Schedule 2 of this Explanatory Memorandum.
- 2.8.2.2 There is no guarantee that the Consideration Shares will rise in value or that there will be a liquid market for Alligator Energy Shares generally at any point in future when a Shareholder decides to dispose of them. Shareholders may not be able to realise an acceptable return on their investment, or any return, depending on market conditions and Alligator Energy's performance at the relevant time.
- 2.8.2.3 If Alligator Energy decides to raise further capital in future, Shareholders may have their shareholding in Alligator Energy diluted. There is no guarantee that Alligator Energy will be able to raise sufficient (or any) further capital to pursue or advance the Samphire Uranium Project or its existing projects.
- 2.8.2.4 The Company has and will continue to incur costs associated with the Transaction, including but not limited to legal, accounting and taxation advisory fees incurred in the preparation of documentation required to give effect to the Transaction.
- 2.8.2.5 Shareholders may incur additional transaction costs if they wish to dispose of their new investment in Alligator Energy (e.g. brokerage costs associated with the disposal of listed shares).
- 2.8.2.6 There are likely to be taxation consequences in respect of the distribution of the Consideration Shares to the Shareholders. Details of the general taxation effect of the In-Specie Distribution are set out below in this Explanatory Memorandum.

2.9 Effect of In-Specie Distribution on Shareholders

2.9.1 What will you receive?

Subject to Shareholders approving Resolution 2, Eligible Shareholders will receive an in-specie return of capital by way of the distribution of the Consideration Shares in proportion to the number of Shares held by them at the Record Date. Under the In-Specie Distribution, Eligible Shareholders will receive three (3) Alligator Energy Shares for every one (1) Share held by that Shareholder on the Record Date.

Shareholders are not required to contribute any payment for the Consideration Shares which they are entitled to receive under the In-Specie Distribution.

2.9.2 What is the impact on your shareholding in the Company?

The number of Shares that you hold in the Company will not change as a result of the In-Specie Distribution. However, as the Company will, as a result of the Transaction, have disposed of substantially all of its assets and undertaking and will effectively be dormant, following completion of the Transaction (and, in particular, the In-Specie Distribution to Shareholders), it is proposed that the Company will be wound up by way of a members' voluntary winding-up. It is expected that there will be no further distribution to the Company's shareholders as a result of the winding-up process.

A members' voluntary winding-up can only proceed with the approval of Shareholders, and this approval will be sought at a separate meeting of Shareholders to be held after completion of the In-Specie Distribution.

2.9.3 Do you have to do anything to receive your Consideration Shares?

If the In-Specie Distribution proceeds, you will automatically receive the Consideration Shares you are entitled to receive, unless you are an Ineligible Overseas Shareholder, in which case you will receive the proceeds of the sale of those shares (see Section 2.13 'Overseas Shareholders' below). This is the case even if you vote against the In-Specie Distribution or do not vote at all. However, you should ensure that your registered address is up to date in the Company's share register. Please contact Computershare Registry Services Pty Ltd on 1300 556 161, or the company secretary, Damien Connor (dconnor@samphireuranium.com.au) if you wish to update or check your registered address.

2.9.4 Will I be able to trade my Alligator Energy Shares?

If the In-Specie Distribution is approved by Shareholders and is implemented, a Shareholder that receives Consideration Shares will be able to trade them in the future on the ASX for so long as Alligator Energy remains an ASX-listed company.

2.9.5 What are the taxation implications of the In-Specie Distribution?

A general guide to the taxation implications of the In-Specie Distribution is set out in Section 2.15 'Taxation' below. The description is expressed in terms of the In-Specie Distribution and is not intended to provide taxation advice in respect of particular circumstances of any Shareholder. **Shareholders should obtain professional advice as to the taxation consequences of the In-Specie Distribution in their specific circumstances.**

2.9.6 What will happen if Resolution 2 is not approved?

As noted above, the Transaction is conditional on the Shareholders approving the In-Specie Distribution contemplated by Resolution 2 of this Notice of Meeting. Section 2.3 of this Notice of Meeting outlines a number of other conditions of the Transaction. If Resolution 2 is not approved (or even if it is approved but the other conditions of the Transaction are not met), the Transaction will not proceed and the Company will continue to hold all of the shares on issue in SUPL and the Company will remain an unlisted public company. In those circumstances, the Company will continue to seek other opportunities provide value for its Shareholders.

2.10 Risk Factors

On successful completion of the In-Specie Distribution, Eligible Shareholders will become shareholders in Alligator Energy and should be aware of the general and specific risk factors which may affect Alligator Energy and the value of its securities. These risk factors are set out in Schedule 2. The risk factors have been reviewed by each of the board of directors of the Company and Alligator Energy and are considered applicable.

2.11 Effect of the In-Specie Distribution on the Company

The effect of the In-Specie Distribution on the Company will be:

- 2.11.1.1 the Company ceasing to own the Consideration Shares; and
- 2.11.1.2 the Company's share capital and total and net assets being reduced by approximately \$4,078,000, being the value attributed to the assets of SUPL pursuant to the terms of the Transaction and based on a value of \$0.006 per Consideration Share. This figure will vary slightly depending on the actual market value of Alligator Energy Shares on the ASX on the date of completion of the Transaction and on the date on which the In-Specie Distribution is effected; and
- 2.11.1.3 that, following completion of the In-Specie Distribution, the Company will no longer have any ongoing operations and, as a result, the Directors therefore propose that the Company will subsequently be wound up by way of a members' voluntary winding-up. Following completion of the In-Specie Distribution, the Company will only hold a small balance of cash to fund outstanding creditors and the costs associated with pursuing the members' voluntary winding-up. This process will be subject to separate approval by Shareholders at a further Extraordinary General Meeting; and
- 2.11.1.4 Shareholders that are registered on the Record Date will receive three (3) Alligator Energy Shares for every one (1) Company Share held.

2.12 Effect of the Transaction on Alligator Energy

The effect of the Transaction on Alligator Energy will be that the 679,561,608 Alligator Energy Shares to be held by the Company post-completion of the sale of SUPL to Alligator Energy will no longer be held by a single shareholder and instead will be held by Eligible Shareholders that are registered on the Record Date.

A pro-forma statement of financial position for Alligator Energy is set out in Schedule 3 of this Explanatory Memorandum and shows the financial impact of the Transaction on Alligator Energy, assuming the Transaction is completed.

2.13 Overseas Shareholders

The In-Specie Distribution of the Consideration Shares to overseas Shareholders under the reduction of capital will be subject to legal and regulatory requirements in the relevant overseas jurisdictions. If the requirements of any jurisdiction where a Shareholder is resident are held to restrict or prohibit the distribution of securities as proposed or would impose on the Company an obligation to prepare a prospectus or other similar disclosure document or otherwise impose on the Company an undue burden, the Consideration Shares to which the relevant Shareholder (who will be an Ineligible Overseas Shareholder) is entitled will not in fact be distributed to that Ineligible Overseas Shareholder and instead will be transferred to the Relevant Nominee (see Section 2.2 above) for sale on their behalf. .

Following transfer of a relevant Ineligible Overseas Shareholder's Consideration Shares to the Relevant Nominee and their sale on the relevant Ineligible Overseas Shareholder's behalf, the Relevant Nominee will account to that Ineligible Overseas Shareholder for the net proceeds of the sale after deducting the costs and expenses of the sale. As the return of capital is being effected by the In-Specie Distribution and security prices may vary from time to time (assuming a liquid market for Alligator Energy Shares is available), the net proceeds of sale payable to such Ineligible Overseas Shareholders may be more or less than the notional dollar value of the reduction of capital (namely, \$0.006 per Alligator Energy Share). It is the responsibility of each Shareholder to comply with the laws to which they are subject in the jurisdictions in which they are resident.

2.14 Information concerning Alligator Energy's securities

Alligator Energy, as an entity with shares quoted on the Official List of the ASX (ASX Code: AGE), is a disclosing entity and, as such, is subject to regular reporting and disclosure obligations. Copies of documents lodged in relation to Alligator Energy may be obtained for a fee from, or inspected at, an office of ASIC or can be accessed at Alligator Energy's ASX announcements platform at <https://www.asx.com.au/asx/share-price-research/company/AGE>.

As at the date of this Notice, Alligator has the following securities on issue:

Shares: 1,438,429,342 fully paid ordinary shares

Options: 148,000,000 unlisted options, comprising:

Number	Conditions
4,250,000	Options issued to key personnel, exercisable at \$0.00 per option and expiring on 2 May 2021. The options were issued under Alligator Energy's amended Employee Share Option Plan approved by Alligator Energy shareholders on 21 November 2014. Options were issued in relation to the 2018 field season. These options were issued to key personnel and only vest and convert to one Alligator Energy Share per option based on criteria (linked to the commencement of resource drilling on a significant discovery or a change of shareholding control) being achieved before the expiry date.
13,750,000	Options issued to key personnel, exercisable at \$0.00 per option and expiring on 19 July 2020. The options were issued under Alligator Energy's amended Employee Share Option Plan approved by Alligator Energy shareholders on 21 November 2014. Options were issued in relation to the 2019 field season. These options were issued to key personnel and only vest and convert to one Alligator Energy Share per option based on criteria (linked to the commencement of resource drilling on a significant discovery or a change of shareholding control) being achieved before the expiry date.
130,000,000	Unlisted options exercisable at \$0.005 for twelve months before 4 December 2020.

Performance Shares: 60,000,000 comprising:

Number	Conditions
30,000,000	Acquisition Performance Shares, having terms set out in Schedule 3.
30,000,000	Contingent Consideration/Discovery Performance Shares, having terms set out in Schedule 3.

For the information of Shareholders, the highest, lowest and last recorded sale prices of Alligator Energy Shares as traded on ASX during the 12 months immediately prior to the date of this Notice of Meeting were:

	Price	Date
Highest	\$0.009	22 May 2020
Lowest	\$0.001	10 March 2020
Last	\$0.005	19 August 2020

As noted above, as at the date prior to this Notice of Meeting, Alligator Energy Shares closed at \$0.005 per Alligator Energy Share. The 20 day volume-weighted average price prior to, but not including, the date of this Notice of Meeting was \$0.005.

A summary of the more significant rights that attach to Alligator Energy Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the shareholders of Alligator Energy. Full details of the rights attaching to Alligator Energy Shares are set out in Alligator Energy's constitution, a copy of which can be requested from Alligator Energy by contacting Mike Meintjes, CFO & Company Secretary on (07) 3839 3904 or email on mm@alligatorenergy.com.au.

2.14.1.1 Voting

At a general meeting of Alligator Energy on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Alligator Energy Share held by them.

2.14.1.2 Dividends

Alligator Energy Shares rank equally with all other issued shares in the capital of Alligator Energy and will participate in dividends out of profits earned by Alligator Energy from time to time. Subject to the rights of holders of Alligator Energy Shares with any special preferential or qualified rights attaching to them, the profits of Alligator Energy are divisible amongst the holders of Alligator Energy Shares paid proportionately to the amounts paid up on those Alligator Energy Shares. The directors of Alligator Energy may from time to time pay to Alligator Energy shareholders such interim dividends as in their judgment the position of Alligator Energy justifies.

2.14.1.3 Transfer of Alligator Energy Shares

Uncertificated system

A transfer of Alligator Energy Shares may be effected by an instrument of transfer in accordance with any system recognised by the ASX Listing Rules and effected in accordance with the ASX Settlement Operating Rules approved under the

Corporations Act, or by an instrument of transfer in any usual form or by another form approved by the Alligator Energy directors or recognised by the Corporations Act or the ASX Listing Rules.

Certificated system

Subject to the constitution of Alligator Energy and the Corporations Act, an Alligator Energy Share may be transferred by instrument in writing in any form authorised by the Corporations Act and the ASX Listing Rules or in any other form authorised by the Corporations Act and the ASX Listing Rules or that the directors of Alligator Energy approve. No fee shall be charged by Alligator Energy on the transfer of any Alligator Energy Shares.

Refusal to register

The directors of Alligator Energy, may, in their absolute discretion, refuse to register any transfer of Alligator Energy Shares or other securities where permitted to do so by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules. The directors of Alligator Energy must refuse to register any transfer of Alligator Energy Shares or other securities when required to do so by the Corporations Act or the ASX Listing Rules. If the Directors of Alligator Energy decline to register a transfer, Alligator Energy must within five business days after the date of lodgement of such transfer give to the lodging party written notice of the refusal and the reasons for it.

2.14.1.4 Winding up

Alligator Energy shareholders have no further liability to make payments to Alligator Energy in the event of Alligator Energy being wound up pursuant to the provisions of the Corporations Act.

2.14.1.5 Future increases in capital

The allotment and issue of any new Alligator Energy Shares is under the control of the directors of Alligator Energy. Subject to the Listing Rules, Alligator Energy's constitution and the Corporations Act, the directors may allot or otherwise dispose of new Alligator Energy Shares on such terms and conditions as they see fit.

2.14.1.6 Variation of Rights

At present, Alligator Energy has ordinary shares and performance shares on issue (for further details of the terms of performance shares currently on issue, see Schedule 3). If the shares of another class were issued, the rights and privileges attaching to ordinary shares and performance shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

2.14.1.7 General Meeting

Each holder of Alligator Energy Shares will be entitled to receive notice of and to attend and vote at general meetings of Alligator Energy and to receive notices, accounts and other documents required to be furnished to Alligator Energy shareholders under Alligator's Energy's constitution, the Corporations Act and the ASX Listing Rules.

For more particular details of the rights attaching to Alligator Energy Shares, investors should refer to the constitution of Alligator Energy.

2.15 Taxation Implications

2.15.1 Introduction and Scope

This Section 2.15 outlines the likely Australian income tax implications for certain Shareholders as a result of the In-Specie Distribution.

The information outlined in this Section 2.15 is limited solely to the Australian income tax implications of the In-Specie Distribution for Australian residents who hold their Shares on capital account. This Section 2.15 does not provide information relevant to:

- 2.15.1.1 Shareholders who hold their Shares on revenue account (for example, Shareholders who are share traders and certain institutional investors);

2.15.1.2 Shareholders who are not the beneficial owners of their Shares; or

2.15.1.3 Shareholders who are not residents of Australia for income tax purposes.

The information outlined in this Section 2.15 is based on the income tax law at the date of this Notice of Meeting. Any changes in the tax law or interpretation of the tax law subsequent to the date of this Notice of Meeting may alter the information contained in this Section 2.15.

This information is not intended to provide an exhaustive or definitive statement as to all the possible tax outcomes for Shareholders. Accordingly, the income tax implications for a particular Shareholder may differ from those detailed in this Section 2.15, depending on their individual circumstances. Shareholders should not rely on the information outlined in this Section 2.15 as it is only general in nature.

It is recommended that all Shareholders should, in considering the implications to them of the In-Specie Distribution, obtain independent tax advice regarding the income tax implications specific to their circumstances.

2.15.2 Summary of transactions

Shareholders are being asked to approve the In-Specie Distribution. Under the In-Specie Distribution, Eligible Shareholders will:

2.15.2.1 keep their existing Shares; and

2.15.2.2 receive 3 Alligator Energy Shares for every 1 Share they own on the Record Date.

The return of capital will be implemented by way of an in-specie distribution of the Consideration Shares to eligible Shareholders being an equal capital reduction under the Corporations Act.

The Company considers that the distribution to be received by Shareholders should not be taxed as a dividend, but as a capital payment by way of shares. The Company has no retained profits from which to make the distribution, and is intending to debit the distribution to share capital. As such it should not be a dividend under the ordinary definition.

The Company believes that capital gains tax (CGT) rollover under Division 125 of the *Income Tax Assessment Act 1997* (Cth) will **not** be available for Shareholders with respect to the In-Specie Distribution. Receipt of Consideration Shares by way of the In-Specie Distribution will give rise to a CGT event for Eligible Shareholders under the *Income Tax Assessment Act 1997* (Cth).

The CGT cost base and reduced cost base of an Eligible Shareholder's Share will be reduced (but not below nil) by the value of the In-Specie Distribution in respect of that Shareholder. A capital gain will arise for an Eligible Shareholder as a result of the In-Specie Distribution to the extent that the value of an Eligible Shareholder's In-Specie Distribution exceeds the CGT cost base of that Eligible Shareholder's Shares. An Eligible Shareholder who is an individual, trust or complying superannuation fund may be entitled to apply the general CGT discount to any capital gain arising on receipt of the In-Specie Distribution where they have held their Shares for more than 12 months. A capital loss will not arise.

The CGT cost base of an Eligible Shareholder's Consideration Shares will be equal to the value of that Eligible Shareholder's In-Specie Distribution.

The Company does not intend to apply for a class ruling from the Australian Taxation Office (ATO) on the In-Specie Distribution.

The Company considers the circumstances relating to the In-Specie Distribution do not support a conclusion that the distribution can be deemed a dividend in whole or part, if the In-Specie Distribution is approved by Shareholders.

Notwithstanding this view, Shareholders are advised of the potential for the ATO to make such a determination.

2.15.3 Stamp duty and brokerage

There will be no stamp duty or brokerage payable by Shareholders as a result of the receipt of Consideration Shares.

2.16 Board Recommendation

The Board is unanimously of the view that Resolution 2 is in the best interests of Shareholders and recommends Shareholders vote **IN FAVOUR** of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 2.

3 GLOSSARY

In the Notice of Extraordinary General Meeting and Explanatory Memorandum:

Alligator or **Alligator Energy** means Alligator Energy Limited (ACN 140 575 604) (ASX:AGE).

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors of Samphire Uranium Limited.

Chris Reindler & Partners or CRP means Ivrea Minerals Pty Ltd (ACN 615 452 956) and KEC Exploration Pty Ltd (127 180 410)

Company means Samphire Uranium Limited (ACN 613 018 385)

Consideration Shares means the 679,561,608 fully paid ordinary shares in Alligator to be issued to the Company pursuant to the Transaction.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Eligible Shareholder means a Shareholder to whom the Company is able to distribute Consideration Shares pursuant to the terms of the In-Specie Distribution.

Ineligible Overseas Shareholder means a Shareholder to whom the Company has determined (acting reasonably) that it will be unlawful or impracticable to distribute Consideration Shares pursuant to the In-Specie Distribution.

In-Specie Distribution means the proposed in-specie distribution to Shareholders of the Consideration Shares to be held by the Company subject to completion occurring under the Transaction, by way of an equal capital reduction to be effected on the basis that three (3) Alligator Energy Shares will be transferred by the Company for every one (1) Share in the Company held by an Eligible Shareholder on the Record Date, and otherwise on the terms set out in this Notice of Meeting.

JORC Code 2004 means the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004 Edition.

JORC Code 2012 means the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition.

Meeting means the Extraordinary General Meeting of Shareholders to be held at the offices of the Company at Level 1, 28 Greenhill Road, Wayville, South Australia on Thursday, 1 October 2020 at 10:00am (Adelaide time).

Member or **Shareholder** means each person registered as a holder of a Share.

Non-Transferring Shares means Consideration Shares which the Company has determined it would be unlawful or impracticable to distribute to Ineligible Overseas Shareholders under the In-Specie Distribution.

Notice or **Notice of Meeting** means this Notice of Extraordinary General Meeting.

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

Prospectus means the prospectus prepared by the Company for the purposes of complying with ASIC Regulatory Guide 188, and which accompanies this Notice of Meeting.

Proxy Form means the proxy form accompanying the Notice.

Record Date means 7pm on Friday, 2 October 2020.

Relevant Nominee means an Australian financial services licensee appointed by the Company to dispose of Non-Transferring Shares on behalf of Ineligible Overseas Shareholders.

Resolution means a resolution referred to in this Notice.

Sale Agreement means the Agreement for Sale of Shares dated 31 July 2020 between Alligator Energy, the Company and SUPL.

Samphire or **the Company** means Samphire Uranium Limited (ABN 613 018 385).

Samphire Uranium Project has the meaning given to that term in Section 2.1 of this Explanatory Memorandum.

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

Shareholder means the holder of a Share.

SUPL means S Uranium Pty Ltd (ACN 116 348 915).

Transaction means the proposed transaction pursuant to the Sale Agreement, under which:

- (a) the Company has agreed to sell, and Alligator Energy has agreed to purchase, all the shares in SUPL in consideration for the issue of the Consideration Shares to the Company; and
- (b) the Company will effect the In-Specie Distribution.

SCHEDULE 1: ALLIGATOR ENERGY TENEMENT HOLDINGS

Title No	Title Name	Title Holder	AGE %	Size Km ²	State	Status
ARUP (NT) Uranium						
EL24921	Tin Camp Creek	TCC Project P/L	98	76.79	NT	Granted
EL24922	Tin Camp Creek	TCC Project P/L	98	194.59	NT	Granted
EL25002	Tin Camp Creek	TCC Project P/L	100	11.55	NT	Granted
EL24291	Beatrice	Alligator Energy Ltd	100	337.21	NT	Granted
EL26796	Beatrice	Alligator Energy Ltd	100	19.77	NT	Granted
EL27252	Stevens	Northern Prospector P/L	100	6.75	NT	Application*
EL27253	Stevens	Northern Prospector P/L	100	5.61	NT	Application*
EL27777	TBA	Northern Prospector P/L	100	30.23	NT	Application
EL27778	TBA	Northern Prospector P/L	100	23.51	NT	Application
EL28176	Oenpelli	Northern Prospector P/L	100	40.26	NT	Application
EL28293	Nimbuwah	Northern Prospector P/L	100	20.13	NT	Application
EL28315	TBA	Northern Prospector P/L	100	29.9	NT	Application
EL28389	Nabarlek North	Northern Prospector P/L	100	110.83	NT	Application*
EL28390	Nabarlek North	Northern Prospector P/L	100	33.58	NT	Application*
EL28863	Arla Bay	Northern Prospector P/L	100	176.46	NT	Application
EL28864	Arla Bay	Northern Prospector P/L	100	171.4	NT	Application
EL28865	Arla Bay	Northern Prospector P/L	100	178.32	NT	Application
EL28950	Arrara	Northern Prospector P/L	100	84.73	NT	Application
EL29991	Nabarlek North	Northern Prospector P/L	100	26.87	NT	Application*
EL29992	Nabarlek North	Northern Prospector P/L	100	63.81	NT	Application*
EL29993	Nabarlek North	Northern Prospector P/L	100	57.06	NT	Application*
EL31452	Howard	Northern Prospector P/L	100	71.72	NT	Application
EL31453	Elcho	Northern Prospector P/L	100	54.88	NT	Application
EL31454	Howard	Northern Prospector P/L	100	6.59	NT	Application
EL31480	Nabarlek North	Northern Prospector P/L	100	188.44	NT	Application*
EL32075	TBA	Northern Prospector P/L	100	16.26	NT	Application
EL32389	Nabarlek North	Northern Prospector P/L	100	1.17	NT	Application
EL32390	Nabarlek North	Northern Prospector P/L	100	0.79	NT	Application
EL32391	Nabarlek North	Northern Prospector P/L	100	1.09	NT	Application
Cooper Basin (SA) Uranium						
EL6367	Big Lake	Big Lake Uranium Pty Ltd	0****	818	SA	Granted
Piedmont (NW Italy) Ni-Co – Farm-In/JV						
P38V	Laghetto	Ivrea Minerals Pty Ltd	0**	29.48	PIE (Italy)	Granted
P39V	Gavala	KEC Exploration Pty Ltd	0**	10.82	PIE (Italy)	Granted
P29V	Galerno	KEC Exploration Pty Ltd	0**	5.66	PIE (Italy)	Application
N/A***	Valmaggia	AGE Minerale srl	100**	3.48	PIE (Italy)	Application
Piedmont (NW Italy) Ni-Co – AGE						
N/A***	Sella Bassa	AGE Minerale srl	100	36.72	PIE (Italy)	Application
N/A***	Monte Ventolaro	AGE Minerale srl	100	34.28	PIE (Italy)	Granted
N/A***	Cruvinho	AGE Minerale srl	100**	3.44	PIE (Italy)	Granted

*- applications proceeding to grant

** - subject to a Farm-in and Joint Venture Agreement with Chris Reindler and Partners in northern Italy

*** - title numbers still to be assigned

**** - subject to a Farm-in and Joint Venture Agreement with BLU

SCHEDULE 2: KEY RISK FACTORS FACING ALLIGATOR ENERGY

Shareholders should be aware of risks specific to an investment in Alligator Energy, which may include, but are not limited to, those risk set out below. The Consideration Shares that are to be transferred by the Company to Eligible Shareholders pursuant to this Prospectus are speculative because of the nature of the business of Alligator Energy as a mineral exploration company within Australia and overseas. A summary of the risks Alligator Energy is exposed to as a mineral exploration company are set out below.

(a) Operational Risks

The operations of the Alligator Energy may be disrupted by a variety of risks and hazards which are beyond the control of Alligator Energy, including geological conditions, environmental hazards, technical and equipment failures, flooding and extended interruptions due to inclement or hazardous weather or other physical conditions, unavailability of drilling equipment, unexpected shortages of consumables or parts and equipment, fire, explosions and other incidents beyond control of Alligator Energy.

(b) Land Access Risk

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective tenements is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land for exploration purposes can be affected by land ownership, including private (freehold) land, pastoral lease and Native Title land or claims under the *Native Title Act 1993* (Cth) (**NTA**) (or similar legislation in the jurisdiction where Alligator Energy operates). Rights to mineral tenements carry with them various obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area.

(c) Native Title and Aboriginal land in the Northern Territory

As the land over which the Alligator Energy's tenements in the Northern Territory have been granted is Aboriginal Land for the purposes of the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth) (**Land Rights Act**), compliance with the future acts processes under the NTA is not required for the grant of mineral leases over their area. This means the right to negotiate process under the NTA does not apply and that compliance with the Land Rights Act is required instead.

In order to be granted a mineral lease (or leases) over an area on any of Alligator Energy's Northern Territory exploration licences it would have to:

- (i) obtain the written consent of the Federal Minister administering the Land Rights Act; and
- (ii) enter into an agreement with the NLC governing the terms and conditions to which the grant of the mineral lease will be subject (**Mining Agreement**).

If Alligator Energy and the NLC are unable to agree the terms of a Mining Agreement, either would be at liberty to request the Minister to refer the matters in dispute between them to conciliation and, failing that, arbitration by a Mining Commissioner.

If the parties were unable to agree the terms of the Mining Agreement through conciliation, the Mining Commissioner would be required to determine them on the basis of what, in his opinion, should have been negotiated by the parties in commercial arms' length negotiations conducted in good faith. If Alligator Energy then agreed to the terms determined by the Mining Commissioner, the NLC would be obliged to enter into a Mining Agreement with Alligator Energy on those terms. If the NLC were to refuse to do so, the Minister would be able to enter into the Mining Agreement on behalf of the NLC to enable the grant of the mineral lease to proceed.

Alligator Energy and the NLC are parties to existing agreements concerning the Tin Camp Creek and Beatrice Tenements and the Nabarlek North Tenement Applications which set out extensive Mining Principles that are to form the basis for negotiation of future Mining Agreements.

In respect of Alligator Energy's South Australian tenements, Alligator Energy (as registered Agent under the Big Lake Uranium Farm-in Agreement) is currently negotiating with the two registered native title holders who have native title over separate parts of the Big Lake Uranium tenement in the Cooper Basin. The arrangements, within Part 9B of the *Mining Act 1971* (SA), and the negotiation process for an Exploration Agreement are well understood, and both of the native title holder groups are party to existing similar agreements with other exploration companies. After separate presentations by Alligator Energy directly to each of the full Boards of the native title groups, Alligator Energy is currently negotiating draft Exploration Agreements with both parties. There is a prescribed process under the *Mining Act 1971* (SA) in relation to the negotiation process and, if required, the process for obtaining a determination where agreement cannot be reached.

(d) Aboriginal Sites of Significance

Commonwealth and State Legislation in Australia allow for the protection of sites of significance to Aboriginal custom and tradition. Alligator Energy proposes to carry out "clearance surveys", also known as "heritage surveys", prior to conducting any exploration work that would cause a disturbance to the land surface. Tenements may contain some such sites of significance which would need to be avoided when carrying out field programmes. It is possible that such areas where sacred sites exist may contain mineralisation or an economic resource which would therefore remain unexploited.

(e) Environmental Regulation and Risks

Alligator Energy's operations and projects are subject to Australian State, Federal laws and regulations and Italian Provincial regulations specified on the exploration permits, regarding environmental compliance and relevant hazards. These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. They also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

Significant liability could be imposed on Alligator Energy for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by Alligator Energy, or non-compliance with environmental laws or regulations. Alligator Energy proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage. There is also a risk that the environmental laws and regulations may become more onerous, making Alligator Energy operations more expensive.

(f) Changes in commodity price

Alligator Energy's possible future revenues will probably be derived mainly from uranium, cobalt, nickel and other base metals and/or from revenue gained from potential joint ventures or from mineral projects sold. Consequently, Alligator Energy's potential future earnings could be closely related to the relevant commodity price.

Uranium, cobalt and base metal prices fluctuate and are affected by numerous industry factors including forward selling by producers, production cost levels in major producing regions and macroeconomic factors, for example inflation, interest rates, currency exchange rates, the development of the electric vehicle and battery storage market and global and regional demand for, and supply of, uranium, cobalt and base metals.

(g) Government Policy and Taxation

Changes in relevant taxation and other legal, legislative and administrative regimes, and Government policies in Australia (at both Federal and Territory level) and Italy, may have an adverse effect on the assets, operations and ultimately the financial performance of both Alligator Energy and the entities in which it invests. These factors may ultimately affect the ability of Alligator Energy to explore, develop its tenements and commercialise the underlying commodity. This, in turn, will affect the financial performance of Alligator Energy and the market price of its securities.

In addition to the normal level of income tax imposed on all industries, Alligator Energy may be required to pay Government royalties, indirect taxes, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in Government taxation policies.

(h) Reliance on Key Personnel

Whilst Alligator Energy has a small senior management and technical team, its progress in pursuing its exploration and evaluation programmes within the time frames and within the costs structure as currently envisaged could be influenced by the loss of key personnel. The resulting impact from such loss would be dependent upon the quality and timing of the replacement of such personnel.

Although the key personnel of Alligator Energy have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring, evaluating and developing mineral prospects, there is no guarantee or assurance that they will be successful in their objectives in future.

(i) Financing

In order to proceed with the exploration of any of its projects, and (unless Alligator Energy elects to reduce its tenement portfolio) in order to comply with the minimum expenditure requirements in respect of its tenements, Alligator Energy is likely to be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital when it is required or that the terms associated with providing such capital will be satisfactory to the Alligator Energy, which may prejudice Alligator Energy's ongoing ability to advance these projects.

Changes in interest rates may affect the cost and/or availability of financing for Alligator Energy's projects.

(j) Tenement Risks

All mining licences and exploration licences in which Alligator Energy has an interest will require renewal from time to time. Given that the terms on which Alligator Energy's permits are granted or renewed (if at all) are generally at the discretion of the relevant Governmental or administrative authority, there is a risk that any exploration permit held by Alligator Energy may not be renewed in the future, or that any application for grant of an exploration licence may be refused, and that Alligator Energy may be unable to comply with legislative or regulatory requirements to retain title to its permits or applications. If for any reason a licence or permit is not renewed then Alligator Energy may suffer damage and as a result may be denied the opportunity to develop certain mineral resources.

Tenements carry with them various obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain a permit for a given tenement. As a means of managing its expenditure obligations on its tenements, Alligator Energy constantly reviews its exploration portfolio, ensuring that it keeps the most prospective areas having regard to its finances and plans. Part of this review may involve reducing its landholding over time.

The introduction of new legislation or amendments to existing legislation or a change in policy by Governments (both Australian, State and Territory, or international) or the application of developments in the common law of Australia could impact adversely on the assets, operations and ultimately the financial performance of Alligator Energy and its shares.

(k) Sovereign Risk

Alligator Energy's Co-Ni project at Piedmont is located in Italy. Possible sovereign risks associated with operating in Italy include, without limitation, changes in the terms of relevant (including mining) legislation or Government policy, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of Alligator Energy and the market price of its shares.

Recent legislative changes in Italy require all drilling permit applications to be assessed by a centralised National authority. Alligator Energy is one of the first explorers to apply for a drilling permit under the new process and has recently received the drilling permit with a number of conditions including: restrictions on commencing activities prior to 15 July each year due to bird nesting, initial maximum drilling depths and limiting use of helicopter transport where possible. There is no guarantee that future drilling permit applications will not include conditions that Alligator Energy considers as too restrictive to progress its exploration objectives for the Piedmont Project.

No assurance can be given regarding future stability in Italy or any other country in which Alligator Energy may, in the future, have an interest.

(l) Exploration and Production

Tenements in which Alligator Energy has an interest are at various stages of exploration and potential, and investors should understand that mineral exploration is a high risk undertaking. There can be no assurance that exploration of the project areas described in this Notice of Meeting, or any other permits that Alligator Energy may acquire an interest in, will result in the discovery of an economic mineral reserve. Even if an apparently viable reserve is identified, there is no guarantee that it can be commercially exploited.

Even if Alligator Energy recovers potentially commercial minerals, there is no guarantee that Alligator Energy will be able to successfully transport the minerals to commercially viable markets or sell the minerals to customers to achieve a commercial return.

In addition, Alligator Energy operates in some remote locations within Australia and challenging geographical conditions. Therefore, some exploration and development costs maybe higher in such areas due to a number of factors. These factors include limitations on the number of available suppliers of services required by Alligator Energy, or climatic and geographical conditions. Alligator Energy has an internal review process for all exploration and drilling programs. Alligator Energy also has a transparent review and auditing process for all tenders received. However, no assurances can be given that Alligator Energy will be successful in mitigating all of these risks and there is a risk that exploration costs may escalate beyond budget anticipations.

(m) Mineral Resource and Ore Reserve Estimates

Mineral Resource estimates are inherently imprecise as they are expressions of judgement at a particular time based on available information, interpreted using experience and resource modelling techniques. The estimates, while made by qualified professionals, may change over time as other information becomes available which differs from information known or predicted by past drilling, sampling and geological interpretation. Mineral Resource and Ore Reserve estimates remain subject to change and no assurance can be given that the cost estimates used in Ore Reserve estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect Alligator Energy's viability.

(n) Joint Venture Parties (including Farm-in Arrangements) and Contractors

Piedmont Project

The ability to complete the required expenditure hurdles in order to earn a registered right to in the Piedmont Project tenements is dependent upon securing sufficient funding including from a potential strategic investor as well as receiving the expected exploration results during Phase 2 of the farm-in arrangement.

In addition, once a registered interest in the Piedmont Project is earned, a joint venture will be formed with Chris Reindler and Partners (see further discussion at Section 2.7.3 above). Alligator Energy is reliant on establishing a mutually beneficial relationship with this joint venture partner in order to achieve the agreed exploration objectives.

Big Lake Uranium Project

The ability to acquire a registered interest in the tenement associated with the Big Lake Uranium Project is dependent on conducting a geophysical and drill program for at least \$220,000 which supports the concept that an economic deposit may exist, or supports the potential for further work towards this, before 21 July 2021 (or a mutually agreed later date).

General

The directors of Alligator Energy are unable to predict the risk of the financial failure or default by a participant in any joint venture to which Alligator Energy is or may become a party or insolvency or other managerial failure by any of the contractors used by Alligator Energy in its exploration activities.

Alligator Energy is reliant on establishing a mutually beneficial relationship with joint venture partners in order to achieve the agreed exploration objectives.

(o) COVID-19 impacts

The Northern Territory Government and NLC have placed restrictions on access into Arnhem Land following the outbreak of the COVID-19 pandemic, with access for essential services only. The restrictions have been put in place to protect vulnerable indigenous communities in the region, an approach fully supported by Alligator Energy.

Alligator Energy has had delays in potential work on the Big Lake Uranium Project due to the inability of its geologists, and certain exploration service providers, to travel interstate. This is now easing but may be affected if a second wave of the virus occurs.

Access to Alligator Energy's Piedmont Project in northern Italy has been restricted due to COVID-19 impacts, and while restrictions are starting to lift, international travel is still restricted.

Beyond these specific project-related risks, COVID-19 poses risks such as supply chain interruptions, including situations where contractors are engaged to assist in exploration programs and then have restrictions on access to hire equipment, consumables and interstate personnel. Alligator Energy's operations may continue to be affected for the foreseeable future by the global and local effects of the COVID-19 pandemic (such as travel bans and quarantining) and its directors will continue to monitor developments in this regard and establish strategies to address these impacts as required.

The outbreak of COVID-19 is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had and may continue to have a significant impact on capital markets and share prices. Price of Alligator Energy Shares may be adversely affected by the economic uncertainty caused by COVID-19.

(p) Speculative Nature of Investment

The above list of risk factors should not be taken as exhaustive of the risks faced by Alligator Energy or by investors in Alligator Energy. Shareholders should consider that the investment in Alligator Energy is speculative.

Whether or not future income will result from projects undergoing exploration programmes is dependent on the successful results of that exploration and on the subsequent establishment of development and production operations or sale of the projects. Factors including costs, equipment availability, and mineral prices affect successful project development as does the design and construction of efficient exploration facilities, competent operation and management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced consultants. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect Alligator Energy's operations and particularly the trading price of Alligator Energy Shares on the ASX.

SCHEDULE 3: ALLIGATOR ENERGY PERFORMANCE SHARE TERMS

Rights attaching to Performance Shares

- (a) Each Performance Share is a share in the capital of Alligator Energy Limited (**AGE**) (**Performance Share**).
- (b) A Performance Share shall confer on the holder (**Holder**) the right to receive notices of general meetings, financial reports and accounts of AGE that are circulated to shareholders of AGE (**AGE Shareholders**).
- (c) The Holder has the right to attend general meetings of AGE Shareholders (**General Meeting**). A Performance Share does not entitle the Holder to vote on any resolutions proposed at a General Meeting.
- (d) A Performance Share does not entitle the Holder to any dividends.
- (e) The Holder of a Performance Share is not entitled to participate in the surplus profits or assets of AGE upon the winding up of AGE.
- (f) The Holder of a Performance Share is not entitled to a return of capital upon a reduction of capital or otherwise.
- (g) A Performance Share is not transferable, except as otherwise contemplated by these terms.
- (h) The Holder of a Performance Share will not be entitled to participate in new issues of capital offered to holders of shares such as bonus issues and entitlement issues.
- (i) A Performance Share gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (j) The Performance Shares will not be quoted on ASX. However, upon conversion of the Performance Shares into fully paid ordinary AGE shares (**AGE Shares**), the AGE Shares will (as and from allotment) rank equally with and confer rights identical with all other AGE Shares then on issue and AGE must within two (2) Business Days after the conversion, apply for official quotation of the AGE Shares arising from the conversion on ASX.
- (k) AGE Shares issued on conversion of the Performance Shares must be free from all encumbrances, securities and third party interests. AGE must ensure that AGE Shares issued on conversion of the Performance Shares are freely tradeable, without being subject to on-sale restrictions under section 707 of the Corporations Act, on and from their date of issue.
- (l) The terms of the Performance Shares may be amended as required from time to time in order to comply with the ASX Listing Rules or a direction of the ASX regarding the terms.
- (m) If AGE is listed on the ASX and undertakes a reconstruction or reorganisation of its issued capital, all rights of a Holder of Performance Shares will be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reconstruction or reorganisation.
- (n) The Performance Shares give the holder no other rights save for those expressly set out in these terms and any other rights provided by law which cannot be excluded by these terms.

Conversion of Performance Shares – Performance Milestones

- (a) Subject to the below clauses, a Performance Share will convert into one (1) AGE Share, subject to satisfaction of the milestone set out below applicable to the relevant tranche of Performance Shares (collectively, the **Milestones**, each a **Milestone**), on the date specified in the Milestone applicable to the relevant Performance Share:
 - i. For the Acquisition Performance Shares: AGE, on completion of the farm-in work program, expending at least \$220,000, electing to acquire all of the shares in Big Lake Uranium Pty Ltd (**BLU**) before 21 July 2021;
 - ii. For the Contingent Consideration/Discovery Performance Shares: on discovery and definition of a JORC compliant Inferred Resource of 25 million lbs U₃O₈ at 1,000ppm uranium or greater on the Big Lake Uranium Project within eight (8) years.
- (b) AGE will issue the Holder with a new share certificate for the AGE Shares as soon as practicable following the conversion of a Performance Share into an AGE Share.
- (c) The Milestones must be achieved before the date presented in each Milestone (**Expiry Date**).

- (d) For a class of Performance Shares if a Milestone is not achieved before the Expiry Date, then all of the Holders' Performance Shares of that class will automatically consolidate into one (1) AGE Share only (**Automatic Conversion**).
- (e) Notwithstanding anything else in these terms, the conversion of a Performance Share is subject to compliance at all times with the Corporations Act and the ASX Listing Rules.
- (f) The AGE Shares into which Performance Shares will convert will rank pari passu in all respects with existing AGE Shares and will confer rights identical with all other AGE Shares then on issue.
- (g) The Milestones may only be amended with approval of AGE Shareholders in General Meeting and a voting exclusion statement applies in relation to any holder of Performance Shares.

SCHEDULE 4: PRO-FORMA BALANCE SHEET FOR ALLIGATOR ENERGY

Alligator Energy's historical and pro-forma financial information

	Audited (**) Historical Financial Information 31 December 2019 \$	Pro-forma Adjustments \$	Pro-forma Financial Information 31 December 2019 \$
ASSETS			
Current Assets			
Cash and cash equivalents (***)	1,069,448	700,000	1,769,448
Trade and other receivables	111,709	-	111,709
Inventory	22,823	-	22,823
Total Current Assets	1,203,980	700,000	1,903,980
Non-Current Assets			
Trade and other receivables	194,911	-	194,911
Property, plant and equipment	20,892	-	20,892
Exploration expenditure	8,003,280	3,377,370	11,380,650
Total Non-Current Assets	8,219,083	3,377,370	11,596,453
Total Assets	9,423,063	4,077,370	13,500,433
LIABILITIES			
Current Liabilities			
Trade and other payables	136,364	-	136,364
Total Current Liabilities	136,364	-	136,364
Non-Current Liabilities			
Provisions	228,406	-	228,406
Total Non-Current Liabilities	228,406	-	228,406
Total Liabilities	364,770	-	364,770
Net Assets	9,058,293	4,077,370	13,135,663
EQUITY			
Contributed equity(***)	33,769,801	4,077,370	37,847,171
Reserves	34,653	-	34,653
Accumulated losses	(24,746,161)	-	(24,746,161)
Total Equity	9,058,293	4,077,370	13,135,663

(*) The proposed transaction is based on an approximate cash balance of \$700,000, which will be used by Alligator Energy to fund the progress of activities at the Samphire Uranium Project and as general working capital.

(**) The Audited Financial Statements for the year ended 31 December 2019 were approved by the Board on 12 March 2020. A copy of these can be located on Alligator Energy's website at www.alligatorenergy.com.au. The audit report included an 'emphasis of matter' regarding the need to raise further capital in order to continue as a going concern.

(***) Based on the valuation of \$0.006 per share agreed during negotiations between the Company and Alligator Energy which considered the on-market valuations of similar status uranium resource projects to inform the agreed consideration

Samphire Uranium Limited

ACN 613 018 385



SMUU

MR SAM SAMPLE
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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (Adelaide time) Tuesday 29 September 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice. If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Samphire Uranium Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Samphire Uranium Limited to be held at Level 1, 28 Greenhill Road, Wayville, South Australia on Thursday, 1 October 2020 at 10:00am (Adelaide time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

SPECIAL BUSINESS

For Against Abstain

1. SALE OF S URANIUM PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. APPROVAL OF EQUAL REDUCTION OF CAPITAL BY WAY OF IN-SPECIE DISTRIBUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

SMUU

999999A



Computershare

