



Update Summary

Entity name

PILOT ENERGY LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

18/10/2024

Reason for update to a previous announcement

- 1). 2,211,111 additional shares and 1,105,556 additional attaching options are to be issued to Directors of the company under the same terms as the securities previously announced and are subject to shareholder approval at a general meeting. The total number of shares and options to be issued under this revised 3B are 216,394,359 shares and 138,197,180 options.
- 2). Change of proposed EGM date to 12 December 2024.

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

PILOT ENERGY LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

115229984

1.3 ASX issuer code

PGY

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

- 1). 2,211,111 additional shares and 1,105,556 additional attaching options are to be issued to Directors of the company under the same terms as the securities previously announced and are subject to shareholder approval at a general meeting. The total number of shares and options to be issued under this revised 3B are 216,394,359 shares and 138,197,180 options.
- 2). Change of proposed EGM date to 12 December 2024.

1.4b Date of previous announcement to this update

14/10/2024

1.5 Date of this announcement

18/10/2024

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	12/12/2024	Estimated	No

Comments

The Company was proposing to issue 216,394,359 placement shares and 138,197,180 free attaching options. Of the total number of shares, 214,183,248 shares were issued under the Company's listing rule 7.1 placement capacity on 17 October 2024. The remaining 2,211,111 shares and all of the proposed options are subject to shareholder approval at an Extraordinary General Meeting expected to be held on or around 12 December 2024. The options will be issued with a two-year term (expected issue date to be 13 December 2024 and expiration date to be 13 December 2026).

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
Yes

Details of +securities proposed to be issued

ASX +security code and description

PGY : ORDINARY FULLY PAID

Number of +securities proposed to be issued

214,183,248

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.01800



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +security code

New class-code to be confirmed

+Security description

Unlisted options expiring 16 December 2026 (exercise price: \$0.0330).

+Security type

Options

Number of +securities proposed to be issued

137,091,624

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Nil consideration. Each participant will receive one free attaching option for every two new shares subscribed for under the Placement. The below consideration is the estimated consideration being provided for the Placement Shares.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

3,855,298.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar



Exercise price

AUD 0.3300

Expiry date

16/12/2026

Details of the type of +security that will be issued if the option is exercised

PGY : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

137,091,624 fully paid ordinary shares will be issued if all of the options are exercised.

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Part 7C - Timetable

7C.1 Proposed +issue date

17/10/2024

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Placement of 214,183,248 shares were issued on 17 October 2024 under the Company's LR 7.1 placement capacity. All remaining shares and options proposed in this Appendix 3B are subject to shareholder approval.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Alpine Capital Pty Ltd & Whairo Capital Pty Ltd (together the Joint Lead Managers).



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Joint Lead Managers will receive brokerage, commissions, underwriting and management fees up to 6.0% of the gross proceeds from transactions involving securities in this Placement and will be issued a combined total of 30,000,000 broker options on the same terms as the attaching Options issued under the Capital Raising.

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The shares will be issued pursuant to a capital raising intended to provide funding for an acquisition of Cliff Head Holding and transaction expenditure, MWCEP Carbon Storage expenditure, general working capital and offer costs.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The company will apply for the quotation of all options being issued under this Appendix 3B, subject to achieving the relevant ASX requirements. The material terms of the placement will be set out in the notice of meeting to be issued ahead of the proposed EGM.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)