



QUANTUM HELIUM LIMITED
A C N 1 5 0 2 8 7 1 1 1

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of the Company will be held at 5:00pm (AEST) on Wednesday 01 July 2026 at Level 4, 55 York Street, Sydney NSW 2000 Australia.

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone +61 (0) 412 404 128 or by e-mail on tina@cdtl.com.au

QUANTUM HELIUM LIMITED

ACN 150 287 111

Dear Shareholder,

I am pleased to invite you to attend an Extraordinary General Meeting (“EGM”) of Quantum Helium Limited (the “Company”), to be held at Level 4, 55 York Street, Sydney NSW 2000, Australia on Wednesday, 01 July 2026 at 5:00 p.m. (AEST), being 8:00 a.m. (London time).

The purpose of the EGM is to seek Shareholder approval for the consolidation of the Company’s issued share capital on a 100:1 basis.

The Board believes that the proposed consolidation is appropriate at this stage of the Company’s development and will better position the Company in the public markets, particularly in the context of its AIM listing.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

Yours faithfully



Carl Dumbrell
Executive Chairman

QUANTUM HELIUM LIMITED

ACN 150 287 111

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting of shareholders of Quantum Helium Limited (**Company**) will be held at 5:00pm (AEST) on Wednesday 01 July 2026 at Level 4, 55 York Street, Sydney NSW 2000, Australia (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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 as Shareholders of the Company at 5:00pm (AEST) on Monday 29 June 2026.

The consolidated shares will trade under a new ISIN which will be advised to shareholders via RNS once received.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Consolidation of Share Capital

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

“That, pursuant to section 254H of the Corporations Act 2001 (Cth) and the Constitution of the Company, every hundred (100) fully paid ordinary shares in the capital of the Company be consolidated into one (1) fully paid ordinary share and, where applicable, the number of securities and exercise prices applicable to options, warrants and other convertible securities be adjusted in accordance with the terms of issue of those securities and applicable law, and that the Directors be authorised to settle any difficulty which arises in relation to fractional entitlements as they consider appropriate.”

VOTING EXCLUSION / ENTITLEMENT

The Directors have determined that, for the purposes of voting at the EGM, shares will be taken to be held by persons registered at 5:00 p.m. (AEST) on Monday, 29 June 2026.

PROXIES

A Shareholder entitled to attend and vote is entitled to appoint a proxy.

To be valid, proxy forms must be received by 5:00 p.m. (AEST) on Monday, 29 June 2026.

BY ORDER OF THE BOARD



Carl Dumbrell
Executive Chairman

Dated 03 June 2026

QUANTUM HELIUM LIMITED

ACN 150 287 111

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 5:00pm (AEST) on Wednesday 01 July 2026, Level 4, 55 York Street, Sydney NSW 2000, Australia.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to vote in favour or against the Resolutions.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is attached to this Notice of Meeting and Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 CREST – Depositary Interests

Holders of Depositary Interests representing ordinary shares in the Company are invited to instruct the Depositary how to vote on their behalf by completing a Form of Instruction. Completed Forms of Instruction must be lodged with the Depositary at **The Pavilions, Bridgwater Road, Bristol BS99 6ZY**, no later than **2:00 p.m. (London time) on Friday 26 June 2026**, being **11:00 p.m. AEST (Sydney time) on Friday 26 June 2026**, or submitted electronically through the CREST voting system in accordance with the instructions set out on the Form of Instruction.

Entitlement to vote and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on 25 June 2026.

All other shareholders who hold shares directly in the Company's register and not through CREST should either attend the Meeting in person or ensure that their completed Proxy Forms are received by the Company **no later than 5:00 p.m. AEST (Sydney time) on Monday 29 June 2026**, being **8:00 a.m. (London time) on the same date**.

2.3 Shareholder Communications

Shareholders may elect to receive certain documents including Annual Reports and Notice of Meetings (proxy/voting forms) as follows:

- (a) You can make a standing election to receive the documents in physical or electronic form;
- (b) You can make a one-off request to receive a document in physical or electronic form; or
- (c) You can tell us if you do not want to receive a hard-copy of the Annual Report.

Quantum Helium is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address.

3. Effect on Options and Other Convertible Securities

The Company currently has warrants on issue.

Subject to the terms governing those securities, the number of securities and/or applicable exercise prices will be adjusted as a consequence of the Consolidation in accordance with the applicable terms of issue.

The Consolidation will not result in any material dilution or enhancement to the rights of holders of warrants.

4. Resolution 1 – Consolidation of Share Capital

4.1 Background

As at the date of this Notice, the Company has 49,985,396,722 fully paid ordinary shares on issue and warrants on issue.

4.2 Effect of the Consolidation

If the Resolution is approved:

- every 100 Shares will be consolidated into 1 Share;
- the number of Warrants on issue and the applicable exercise prices will be adjusted on a 100:1 basis in accordance with the terms governing those Warrants;
- the issued capital will reduce to approximately 499,853,967 Shares
- no change will occur to the Company's market capitalisation.

4.3 Rationale

The Directors consider the consolidation appropriate for the following reasons:

- to achieve a more appropriate share price level;
- to improve the perception of the Company among institutional investors;
- to reduce share price volatility;
- to better align the Company with AIM market expectations.

4.4 Fractional Entitlements

Fractional entitlements will not be issued.

The Directors will determine the treatment of fractional entitlements in a manner they consider appropriate.

4.5 Admission to AIM

Application will be made for the consolidated shares to be admitted to trading on AIM.

Admission is expected to occur on or around 03 July 2026 .

4.6 Total Voting Rights

Following completion of the consolidation, the Company is expected to have:

499,853,967 ordinary shares in issue, each carrying one voting right.

4.7 Board Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

The Chairman will cast all available proxies in favour of Resolution 1.

Schedule 1 - Definitions

In the Notice and this Explanatory Memorandum:

£ and **pence** mean the lawful currency of the United Kingdom.

AEST means Australian Eastern Standard Time

AIM means the alternative investment market of the London Stock Exchange (LSE).

\$A means the lawful currency of Australia.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting.

Company or **Quantum** means Quantum Helium Limited ACN 150 287 111.

Company Secretary means the Company Secretary of the Company.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means the directors of the Company.

Explanatory Memorandum means this explanatory memorandum.

Form of Instructions means the form of instructions forwarded by Computershare UK to Depositary Interest holders.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of extraordinary general meeting which this Explanatory Memorandum accompanies.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means the resolution in the Notice.

Schedule means a Schedule to the Notice.

Section means a section of this Explanatory Memorandum.

Securities means all the Shares, Warrants and Options.

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

Shareholder means a holder of a Share.

\$USA means the lawful currency of United States of America.

Warrant means a warrant to subscribe for Shares.

In the Notice and this Explanatory Memorandum, words importing the singular include the plural.

QUANTUM HELIUM LIMITED

ACN 150 287 111

PROXY FORM

The Company Secretary
Quantum Helium Limited

By delivery:

Level 4, 55 York Street
Sydney NSW 2000

By post:

GPO Box 5360
Sydney NSW 2001

By email:

tina@cdtl.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

All other shareholders need either attend the Meeting in person, or have their proxies lodged to the Company per the instructions on the proxy form, no later than **5:00 p.m. AEST (Sydney time) on Monday 29 June 2026, being 8:00 a.m. (London time) on the same date.**

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

OR if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy for the meeting to be held at 5:00pm (AEST) on 01 July 2026 at Level 4, 55 York Street, Sydney NSW 2000, Australia (**Meeting**) 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, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available proxies in favour of the Resolution. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to the Resolution, you will be authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on the Resolution.

Step 2 – Instructions as to Voting on the Resolution

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Consolidation of Share Capital			

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

Authorised signature/s This section *must* be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairperson intends to vote all available proxies in favour of the Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
_____	_____	_____
Contact Name	Contact Daytime Telephone	Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at the Sydney office of the Company (Level 4, 55 York Street, Sydney NSW 2000) or by post to GPO Box 5360 Sydney NSW 2001 or by email tina@cdtl.com.au if sent from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting.