

WHITEBARK ENERGY LIMITED
ACN 079 432 796
SECOND SUPPLEMENTARY BIDDER'S STATEMENT

1. IMPORTANT INFORMATION

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Whitebark Energy Limited (ACN 079 432 796) (**Whitebark**) to the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 February 2025 issued by Whitebark (**Bidder's Statement**) in relation to its off-market takeover offers (**Offers**) for all of the fully paid ordinary shares (**King Shares**) and options to acquire King Shares (**King Options**) on issue in King Energy Limited (ACN 661 214 151) (**King**).

This Second Supplementary Bidder's Statement was lodged with ASIC on 6 March 2025. Neither ASIC nor ASX, nor any of their officers, takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement must be read together with the first supplementary bidder's statement dated 14 February 2025 (**First Supplementary Bidder's Statement**) and the Bidder's Statement. If there is a conflict between the Bidder's Statement, the First Supplementary Bidder's Statement, and this Second Supplementary Bidder's Statement, this Second Supplementary Bidder's Statement will prevail.

Unless the context otherwise requires, terms defined in the Bidder's Statement and the First Supplementary Bidder's Statement have the same meaning in this Secondary Supplementary Bidder's Statement.

Please consult your legal, financial or other professional adviser if you do not fully understand the contents of this Second Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement will be available on the ASX website (www.asx.com) and the Company's website (www.whitebarkenergy.com).

2. PURPOSE OF THIS SECOND SUPPLEMENTARY BIDDER'S STATEMENT

On 21 February 2025, the following were lodged with ASIC and released to Whitebark's ASX announcements platform:

- (a) a Target's Statement prepared by King (**Target's Statement**); and
- (b) a notice pursuant to section 650C(1) of the *Corporations Act*, which varied the Offers by extending the period during which the Offers will remain open for acceptance until 5:00pm (Perth time) on 24 March 2025, unless withdrawn or further extended (**Section 650C Notice**).

This Second Supplementary Bidder's Statement has been prepared to provide King Securityholders with:

- (a) an updated with respect to the transaction, including confirmation of the revised timetable;
- (b) provide additional disclosure with respect to the potential risks associated with the Offers;
- (c) further disclosure with respect to the unanimous recommendation of the King Directors¹ that, in the absence of a Superior Proposal, King Securityholders accept the relevant Offers made to them; and
- (d) further information with respect to the Offers, Whitebark, King, and the Combined Entity.

¹ In respect of the recommendations of the King Directors, King Securityholders should have regard to the fact that, if the Offers complete, the King Directors will each receive various personal benefits as further detailed in the Section 5 of this Second Supplementary Bidder's Statement.

3. TRANSACTION UPDATE

3.1 Acceptances

Whitebark is pleased to confirm that as of 5 March 2025, it has obtained a 80.36% voting power in King. Pursuant to section 654C(1) of the Corporations Act, Whitebark sent King a notice on 26 February 2025 that it has increased its voting power in King from below 50% to above 50%.

3.2 Timetable

The Bidder's Statement has been varied by the Section 650C Notice to the extent that all the key dates that are set out in the Bidder's Statement are consistent with the below.

EVENT	DATE
Announcement of the Offers	20 December 2024
Bidder's Statement lodged with ASIC	3 February 2025
Register Date	4 February 2025
Offers open (date of Offers)	10 February 2025
Date for Whitebark to give notice of the status of the Conditions pursuant to section 630(1) of the Corporations Act	17 March 2024
Offers close (unless otherwise extended or withdrawn)	5:00pm WST on 24 March 2025

4. RISK FACTORS

4.1 Overview of risks

King Securityholders should be aware that accepting the Offers may involve a number of risks and Whitebark Securities should be considered as highly speculative.

The future performance of the Combined Entity and the value of Whitebark Securities may be influenced by a range of factors, many of which are largely beyond the control of Whitebark and the Whitebark Directors.

The key risks associated with Whitebark's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 10 of the Bidder's Statement, as supplemented by this Section 4 of this Second Supplementary Bidder's Statement.

The predominant risks relating to Whitebark, the Combined Group, and the Offers are summarised below:

RISK	DESCRIPTION	FURTHER INFORMATION
Conditions of the Offers	As described in Section 12.10 and 12.11 of the Bidder's Statement, the Offers are subject to a number of Conditions. Subject to any statutory withdrawal rights that may be available, King Securityholders who accept the Offers whilst they remain conditional will no longer be able to sell any of their shares in King or withdraw their acceptance of the Offers.	Section 10.2 of the Bidder's Statement
Issue of Whitebark Securities as consideration	King Securityholders are being offered specific quantities of Whitebark Shares and Whitebark Options as part of the consideration under the Offers. As a result, the value of the Consideration will fluctuate	Section 10.2 of the Bidder's Statement

RISK	DESCRIPTION	FURTHER INFORMATION
	<p>depending upon the market value of Whitebark Shares.</p> <p>Accordingly, the market value of the Whitebark Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offers.</p>	
Going Concern	<p>Whitebark's annual report for the financial year ended 30 June 2024 (Annual Report) includes a note on the financial condition of Whitebark and the possible existence of a material uncertainty about Whitebark's ability to continue as a going concern.</p> <p>Section 4.2 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.2 of this Second Supplementary Bidder's Statement
Additional Requirements for Capital	<p>The Combined Group may be required to raise additional funds in the future in the event exploration costs exceed its estimates, to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Combined Group may incur.</p> <p>Section 4.3 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.3 of this Second Supplementary Bidder's Statement
Liquidity risk	<p>Liquidity risk is the risk that Whitebark will not be able to meet its financial obligations as they fall due. Whitebark's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.</p> <p>Section 4.4 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.4 of this Second Supplementary Bidder's Statement

4.2 Going Concern

Whitebark's Annual Report includes a note on the financial condition of Whitebark and the possible existence of a material uncertainty about Whitebark's ability to continue as a going concern.

Notwithstanding the 'going concern' qualification included in the Annual Report, the Whitebark Directors believe that upon the successful completion of the Offers and the Placement, Whitebark will have sufficient funds to adequately meet Whitebark's current exploration commitments and short-term working capital requirements.

However, it is important to note that the issue of 251,816,616 Whitebark Placement Shares (and therefore \$1,636,808 of the Placement's subscription funds) remains subject to shareholder approval.

If Whitebark is unable to obtain the necessary shareholder approval to raise the majority of the funds under the Placement, there is significant uncertainty as to whether Whitebark can continue as a going concern which is likely to have a material adverse effect on

Whitebark's activities. Based on the Company's current cash position, if the second tranche of the Placement does not proceed, the Company will have sufficient funds to continue as a going concern in the short term, but would be required to seek alternative funding arrangements as soon as possible to ensure that the Company is sufficiently funded to continue its operations in the medium to long term. However, the Company is not aware of any circumstances to suggest that the second tranche of the Placement will not proceed.

4.3 Additional requirements of capital

The Combined Group may be required to raise additional funds in the future in the event exploration costs exceed its estimates, to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Combined Group may incur.

The Combined Group may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Combined Group's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Combined Group's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Combined Group and might involve substantial dilution to Whitebark Shareholders.

Further, the Combined Group, in the ordinary course of its operations and developments, will be required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Combined Group's ability to provide such assurances is subject to external financial and credit market assessment, and its own financial position.

Loan agreements and other financing rearrangements such as debt facilities, convertible note issues and finance leases (and any related guarantee and security) that may be entered into by the Combined Group may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Combined Group would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Combined Group or default under a finance lease could also result in the loss of assets.

As is noted in Section 4.2 of this Second Supplementary Bidder's Statement, \$1,636,808 of the Placement's subscription funds remains subject to shareholder approval. Whitebark notes that if the shareholder approval that is required to complete the Placement is not obtained, there may be a heightened risk that the Combined Group may not be able to provide the necessary assurances as part of its usual operations and developments, which could result in the Combined Group's activities and future projects being delayed or indefinitely postponed. However, Whitebark wishes to confirm that, should the Placement complete, the Combined Group will be able to provide the necessary assurances to fund soil geochemistry work and 2D Seismic work on key targets at the Alinya Project. Any funds that are not allocated towards these activities will go towards the Company's working capital balance.

4.4 Liquidity risk

Liquidity risk is the risk that Whitebark will not be able to meet its financial obligations as they fall due. Whitebark's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

As is noted in Section 4.2 of this Second Supplementary Bidder's Statement, the Company's receipt in \$1,636,808 of the Placement's subscription funds remains subject to shareholder approval. Should the Placement not complete, it may cause strain on the Company's ability to meet its financial obligations as they fall due.

However, Whitebark notes that its approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

5. KING DIRECTORS' RECOMMENDATION

Whitebark refers to the following statements that is set out in page vi of the Bidder's Statement: "the King Directors unanimously recommend that King Securityholders accept the relevant Offers made to them, and have agreed to accept the offers in respect of their own holdings, in the absence of a Superior Proposal." This recommendation is provided throughout the Bidder's Statement.

Whitebark also notes that, as was disclosed in the Target's Statement, the King Directors notified King that they and their Associates hold the following interests in King Securities as at 20 February 2025.

DIRECTOR	KING SHARES	%	KING OPTIONS	%
Barnaby Egerton-Warburton ¹	5,417,000	9.2	3,208,500	10.7
Richard King ²	3,298,090	5.6	1,750,000	5.8
Stuart King ³	3,048,090	5.1	1,625,000	5.4
Matthew Hansen	1,350,000	2.3	675,000	2.3
Total	13,113,180	22.2	7,258,500	24.2

Notes:

1. Held indirectly. 5.4 million King Shares and 3.2 million King Class B Options held by Whistler Street Pty Ltd ATF Warburton Discretionary Trust, and 17,000 King Shares and 8,500 King Class A Options held by BXW Ventures Pty Ltd.
2. Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust
3. Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust

In respect of the recommendations of the King Directors, King Securityholders should have regard to the fact that, on completion of the Offers, based on the information set out in the Target's Statement, the King Directors will each receive the following Whitebark Securities.

DIRECTOR	WHITEBARK SHARES	% ¹	WHITEBARK OPTIONS	% ²
Barnaby Egerton-Warburton ^{3,4}	9,151,519	1.36%	10,695,000	2.61%
Richard King ⁵	5,571,817	0.83%	5,833,334	1.42%
Stuart King ⁶	5,149,466	0.77%	5,416,667	1.32%
Matthew Hansen	2,280,700	0.34%	2,250,000	0.55%
Total	22,153,502	3.29%	24,195,001	5.91%

Notes:

1. Assuming that there are 672,980,780 Whitebark Shares on issue on completion of the Offers (see Section 3 of the First Supplementary Bidder's Statement for further details).
2. Assuming that there are 409,519,944 Whitebark Options on issue on completion of the Offers and the Placement (see Section 3 of the First Supplementary Bidder's Statement for further details).
3. Being the Whitebark Shares that will be issued Mr Egerton-Warburton (through the relevant entities noted above) in consideration for Whitebark's acquisition of the King Shares that are held by Mr Egerton Warburton's entities.
4. On 20 December 2024, Mr Egerton-Warburton acquired 1,000,000 Whitebark Shares on market following Whitebark's announcement of the Bid Implementation Agreement.
5. Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust.
6. Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust.

As is noted above, as of the date of this Second Supplementary Bidder's Statement, Mr Egerton Warburton holds 1,000,000 Whitebark Shares. Therefore, it is expected that Mr Egerton Warburton will hold 10,151,519 Whitebark Shares on completion of the Offers.

King has confirmed that as of the date of 25 February 2025, they have been notified by the King Directors that, other than Mr Egerton Warburton, they and their Associates do not have a Relevant Interest in any Whitebark Securities.

6. ADDITIONAL INFORMATION WITH RESPECT TO KING

6.1 Background

The Target's Statement contains certain information with respect to King that was either not included in the Bidder's Statement or was not consistent with the information that was set out in the Bidder's Statement.

The information provided in this Section 6 has been included in this Second Supplementary Bidder's Statement for the purposes of providing King Securityholders with fulsome disclosure.

The information in this Second Supplementary Bidder's Statement concerning King (including the information with respect to King that is set out in Sections 5 and 6, and Schedules 1 and 2) has not been independently verified by Whitebark. Accordingly, Whitebark does not, subject to any applicable laws, make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on King set out in this Bidder's Statement, as supplemented by this Second Supplementary Bidder's Statement, is not considered to be comprehensive.

6.2 Alinya Project – Minimum Work Requirements

Section 6.3 of the Target's Statement notes that King intends to apply to the South Australian Department of Energy and Mines (**DEM**) to suspend the minimum work requirements for the EPG's for a further six months.

If approved, King will have until 17 October 2025 to acquire a surface soil geochemical survey on the EPG's, with subsequent minimum work requirements for the EPG's extended by six months, and the term of the EPG's extended to 17 October 2029.

King confirmed in the Target's Statement that, as at 20 February 2025, King is not aware of any reason why the suspension will not be granted.

6.3 Substantial Holders

King confirmed that as at 20 February 2025, the substantial holders of King Shares and King Options were as follows.

DIRECTOR	KING SHARES	%	KING OPTIONS	%
Barnaby Egerton-Warburton ¹	5,417,000	9.2%	3,208,500	10.7
Budworth Capital Pty Ltd	4,000,000	6.8%	1,500,000	5.0
Ms Chunyan Niu	3,370,000	5.7%	1,685,000	5.6
Richard King ²	3,298,090	5.6%	1,750,000	5.8
Stuart King ³	3,048,090	5.1%	1,625,000	5.4
Total	19,133,180	32.4	9,768,500	32.5

Notes:

- Held indirectly. 5.4 million King Shares and 3.2 million King Class B Options held by Whistler Street Pty Ltd ATF Warburton Discretionary Trust, and 17,000 King Shares and 8,500 King Class A Options held by BXW Ventures Pty Ltd.
- Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust.
- Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust.

6.4 Regulated Substance Exploration

It is stated in Section 6.11 of the Target's Statement that:

- (a) the EPG's currently authorise exploratory operations for petroleum accumulations and geological structures in which petroleum may have accumulated in accordance with the *Energy Resources Act 2000 (SA)* (formerly known as the *Petroleum and Geothermal Energy Act 2000 (SA)*) (**Energy Resources Act**);
- (b) the Energy Resources Act was amended in 2024 to:
 - (i) include hydrogen as a regulated substance; and
 - (ii) provide the holder of a petroleum exploration licence (**PEL**) the exclusive right to apply to the Minister for a regulated substance exploration licence (**RSEL**) that replaces/supersedes the PEL and allows the holder to carry out exploration activities relating to regulated substances, including petroleum, hydrogen and helium;
- (c) King intends to apply to the Minister administering the Energy Resources Act for RSELS to replace/supersede the EPG's in due course as part of preparing for its planned exploration drilling programme commencing in 2026; and
- (d) King is not aware of any reason why the Minister would not grant RSELS to replace the EPG's.

6.5 King Financial Information

In Section 6.12 of the Target's Statement, King provided audited consolidated financial statements of King and its controlled entities for the financial years ended 30 June 2023 and 30 June 2024 and the unaudited management prepared financial statements for the half year ended 31 December 2024.

Section 6.12 of the Target's Statements is set out in its entirety in Schedule 1 of this Second Supplementary Bidder's Statement.

7. INFORMATION WITH RESPECT TO THE OFFERS

7.1 Pro forma balance sheet

A revised pro-forma balance sheet is set out in Schedule 2 of this Second Supplementary Bidder's Statement, which reflects the material pro-forma financial disclosure with respect to the Company's financial position as at 31 December 2024.

7.2 Valuation of the Share Offer

Based on the closing price of Whitebark Shares on ASX of \$0.007 on 19 December 2024 the last trading day prior to the announcement of the recommended Offers, the implied value of a King Share is \$0.01182585 per King Share.

Based on the closing sale price for Whitebark Shares on ASX of \$0.006 on 6 March 2025, the implied value of the Share Offer is \$0.0010136443 per King Share.

The implied value of the Share Offer will change as a consequence of changes in the market price of Whitebark Shares. The following table may assist King Shareholders to determine the implied value of the Share Offer at different estimated Whitebark Share price levels. The table is not an indication of prices at which Whitebark Shares may trade – Whitebark Shares may trade within this range or at higher or lower levels.

ESTIMATED PRICES OF A WHITEBARK SHARE	IMPLIED OFFERS PRICE FOR A KING SHARE
0.20 cents	0.34 cents
0.30 cents	0.51 cents
0.40 cents	0.68 cents
0.50 cents	0.84 cents
0.60 cents	1.01 cents

ESTIMATED PRICES OF A WHITEBARK SHARE	IMPLIED OFFERS PRICE FOR A KING SHARE
0.70 cents	1.18 cents
0.80 cents	1.35 cents
0.90 cents	1.52 cents
1.00 cents	1.69 cents
1.10 cents	1.86 cents
1.20 cents	2.03 cents
1.30 cents	2.20 cents
1.40 cents	2.37 cents

*On the basis that 1.6894072 Whitebark Shares = 1 King Share.

7.3 Valuation of the Option Offer

Based on:

- (a) a deemed issue price equal to \$0.0072 on 20 December 2024;
- (b) a 3.91% risk free rate; and
- (c) 124% volatility rate,

the implied value of the Options Offers is \$469,780 (being \$0.004697 per King Option).

Based on:

- (a) the Whitebark Shares having a value equal to \$0.006, being the closing price Whitebark Shares on 6 March 2025;
- (b) a 3.91% risk free rate; and
- (c) 124% volatility rate,

the implied value of the Options Offers is \$376,301 (being \$0.003763 per King Option).

7.4 Reasons to accept the Offers

Whitebark wishes to retract the following reasons to accept the Offers that were set out in Section 2.2(d) of the Bidder's Statement, as they were erroneously included.

- (a) "You will have the opportunity to benefit from the cashflow generating capacity of Whitebark, increased market presence, greater liquidity and enhanced funding capacity of the Combined Group".
- (b) "The combined Group will also have a significantly larger balance sheet compared to King on a standalone basis, which will enhance the combined Group's ability to attract partners and funding or its current operations and future growth opportunities".

7.5 Other information

(a) Stamp duty

Whitebark wishes to advise that it does not expect the amount of duties and charges that may be payable in relation to the Offers (if any) to be material. Accordingly, the Company wishes to retract the following statement from Section 10.2 of the Bidder's Statement: "The amount of these duties and charges may be material."

(b) **Ineligible Foreign securityholders**

Whitebark confirms that it extended the Offers to all King Securityholders the held King Securities on the Register Date. Accordingly, Whitebark wishes to retract the references to the appointment of a nominee to deal with ineligible foreign securityholders' Consideration from Section 11.11 of the Bidders' Statement.

8. CONSENTS

The Company confirms that as at the date of this Second Supplementary Bidder's Statement, each of the parties that have been named as having consented to being named in the Bidder's Statement have not withdrawn that consent.

9. ASIC AND ASX DISCLAIMER

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC and provided to ASX on 6 March 2025.

None of ASIC, ASX or any of their respective officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

10. FURTHER INFORMATION

King Securityholders who have any questions in relation to the Offers please call the Company Secretary on +61 08 9323 2000.

11. DIRECTOR'S AUTHORISATION

This Second Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of Whitebark.

Signed for and on behalf of
Whitebark Energy Limited
Mark Lindh
Chairman

SCHEDULE 1 - HISTORICAL FINANCIAL INFORMATION

The historical financial information in this section has been extracted from the audited consolidated financial statements of King and its controlled entities (**King Group**) for the financial years ended 30 June 2023 and 30 June 2024 and the unaudited management prepared financial statements for the half year ended 31 December 2024. The full consolidated financial statements for the financial periods ended 30 June 2023 and 30 June 2024, including the notes to those financial statements have been issued to shareholders.

This historical financial information should not be relied on as being indicative of the future performance of King.

1. Historical consolidated statement of financial position

The historical consolidated statement of financial position of the King Group set out below has been derived from King's audited consolidated statement of financial position for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management prepared consolidated statement of financial position for the half year ended 31 December 2024. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and FY24 Annual Report.

\$'000	AS AT 31 DECEMBER 2024	AS AT 30 JUNE 2024	AS AT 30 JUNE 2023
Current assets			
Cash and cash equivalents	920	38,015	283,652
Receivables	12,401	6,010	3,987
Other	-	-	81,476
Derivative financial instruments	-	-	-
Total current assets	13,321	44,025	369,115
Non-current assets			
Property, plant and equipment		=	=
Exploration and evaluation assets	1,532,507	1,433,116	2,343,704
Mine properties	-	=	=
Deferred tax assets	-	=	=
Total non-current assets	1,532,507	1,433,116	2,343,704
Total assets	1,545,828	1,477,141	2,712,819
Current liabilities			
Trade and other payables	323,948	279,896	41,470
Provisions	-	-	-
Borrowings	70,834	-	-
Other financial liabilities	-	-	-
Total current liabilities	394,782	279,896	41,470
Non-current liabilities			
Provisions	-	=	=
Borrowings	-	=	=
Total non-current liabilities	-	=	=
Total liabilities	394,782	279,896	41,470

\$'000	AS AT 31 DECEMBER 2024	AS AT 30 JUNE 2024	AS AT 30 JUNE 2023
Net assets	1,151,046	1,197,245	2,671,349
Equity			
Issued capital	2,989,942	2,989,942	2,989,942
Reserves	(370,742)	(370,742)	(361,254)
Accumulated losses	(1,838,896)	(1,792,697)	(328,081)
Non-controlling interest	370,742	370,742	370,742
Total equity	1,151,046	1,197,245	2,671,349

2. Historical consolidated statement of profit and loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the King Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management prepared consolidated statements of profit or loss and other comprehensive income for the half year ended 31 December 2024. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and King's FY24 Annual Report.

\$'000	HALF YEAR ENDED 31 DECEMBER 2024	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Revenue			
Cost of goods sold	=	=	=
Gross profit / (loss)	=	=	=
Corporate employee expenses	-	-	-
Share-based employee expense	-	-	-
Borrowing and finance costs	-	(120)	(1,010)
Exploration and growth	-	-	-
Losses on derivative instruments	-	-	-
Other expenses	(46,199)	(1,224,845)	(327,071)
Impairment loss on assets	-	(249,139)	
(Loss) before income tax	(46,199)	(1,474,104)	(328,081)
Income tax (expense) / benefit	-	-	-
Net (loss) for the period attributable to the members of the parent entity	(46,199)	(1,474,104)	(328,081)
Other comprehensive income for the period, net of tax	-	-	9,488
Total comprehensive profit/(loss) for the period attributable to the members of the parent entity	(46,199)	(1,474,104)	(318,593)

3. Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the King Group set out below has been derived from King's audited consolidated statement of cash flows for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management

prepared consolidated statements of cash flows for the half year ended 31 December 2024. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and King's FY24 Annual Report.

\$'000	HALF YEAR ENDED 31 DECEMBER 2024	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Cash flows from operating activities			
Interest received	-	-	-
Other income	-	-	-
Interest paid	-	-	-
Payments for exploration and growth	-	-	-
Payments to suppliers and employees	(37,095)	(135,409)	(442,597)
Net cash from / (used in) operating activities	(37,095)	(135,409)	(442,597)
Cash flows from investing activities			
Proceeds from disposal/(acquisition) of exploration assets		-	(1,761,573)
Payments for exploration and evaluation		(110,228)	(502,164)
Cash acquired on purchase of Elpis Resources Pty Ltd		-	44
Net cash (used in) investing activities		(110,228)	(2,263,693)
Cash flows from financing activities			
Proceeds from issue of share capital	-	-	3,029,192
Share issue transaction costs	-	-	(39,250)
Repayment of borrowings	-	-	-
Proceeds from borrowings	-	-	-
Transaction costs associated with borrowings	-	-	-
Repayment of lease liabilities	-	-	-
Premiums paid on put options	-	-	-
Net cash from / (used in) financing activities	-	-	2,989,942
Net increase / (decrease) in cash and cash equivalents	(37,095)	(245,637)	283,652
Cash and cash equivalents at beginning of period	38,015	283,652	-
Cash and cash equivalents at end of period	920	38,015	283,652

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SCHEDULE 2 – PRO FORMA BALANCE SHEET

The pro forma balance sheet as at 31 December 2024 set out below (**Pro Forma Balance Sheet**) has been prepared for illustrative purposes only and on the assumption that the acquisition of the ownership interest in King occurred on one day, that is, there are no staged acquisitions.

The Pro Forma Balance Sheets have been prepared assuming two scenarios, being that Whitebark acquires 100% of King and that Whitebark acquires 50.1% of King.

The Pro Forma Balance Sheets both contemplate the completion of the Placement (and the corresponding raise of funds and reduction in existing debt), and that the Debt Conversion, Facilitation Shares, and JLM Options have been issued.

The Pro Forma Balance Sheet has been prepared in accordance with the measurement and recognition principles of International Financial Reporting Standards.

The Pro Forma Balance Sheet has not been audited and may be subject to changes arising from an audit process if an audit was performed on them. The unaudited balance sheet of King as at 31 December 2024 and unaudited consolidated balance sheet of Whitebark as at 31 December 2024 are also presented below.

The Pro Forma Balance Sheet is indicative only. Whitebark has drawn its own conclusions based on the known facts and other publicly available information.

This Schedule should be read in conjunction with the underlying financial information from which it was extracted, and the accounting policies of Whitebark and King as disclosed in their most recent financial reports.

Scenario 1 – Whitebark acquires 100% of the issued capital of King

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ² \$	MERGER AND KEY SUBSEQUEN T EVENT ADJUSTMEN TS ^{3,6} \$	PRO FORMA COMBINED GROUP \$
ASSETS				
Current Assets				
Cash and Cash Equivalents	45,518	920	2,000,000	2,046,438
Trade and Other Receivables	-	12,401	-	12,401
Other current assets	-	-	-	-
Assets Held for sale	3,242,090	-	-	3,242,090
Total Current Assets	3,287,608	13,321	2,000,000	5,300,929
Non Current Assets				
Exploration and evaluation	-	1,532,507	889,396	2,421,903
Total Non Current Assets	-	1,532,507	889,396	2,421,903
Total Assets	3,287,608	1,545,828	2,889,396	7,722,832
LIABILITIES				
Current Liabilities				
Trade and Other Payables	896,248	323,948	267,995 ^{4,5}	1,488,191
Borrowings	-	70,834	-	70,834
Convertible Notes	378,767	-	-	378,767

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ² \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENTS ^{3,6} \$	PRO FORMA COMBINED GROUP \$
Liabilities directly associated with assets held for sale	3,018,235	-	-	3,018,235
Total Current Liabilities	4,293,250	394,782	267,995	4,956,027
Non-Current Liabilities				
Decommissioning liabilities	2,142,586	-	-	2,142,586
Total Non-Current Liabilities	2,142,586	-	-	2,142,586
Total Liabilities	6,435,836	394,782	267,995	7,098,613
Net Assets	(3,148,228)	1,151,046	2,621,401	624,219
EQUITY				
Issued capital	76,220,727	2,989,942	1,179,252	80,389,921
Reserves	438,380	(370,742)	(183,752)	(116,114)
Convertible Notes	4,706	-	-	4,706
Equity classified as held for sale	8,663	-	-	8,663
Accumulated losses	(79,820,704)	(1,838,896)	1,625,901	(80,033,699)
Non-controlling interest		370,742	-	370,742
Total Equity	(3,148,228)	1,151,046	2,621,401	624,219

Notes:

- The unaudited financial statements of Whitebark as at 31 December 2024.
- The unaudited financial statements of King as at 31 December 2024
- 55,875,693 placement shares were issued on 14/2/25 raising \$363,192 in relation to the placement announced on 5 February 2025. The issue of 251,816,616 placement shares (representing \$1,636,808) remains subject to shareholder approval at an EGM in March 2025. Impact of foreign exchange rates not taken into account in readjusting Australian dollar balances.
- 6% joint lead manager fee is payable on capital raised under the Placement, being \$120,000
- \$147,995 relates to transaction costs of the offers.
- The accounting adjustment for the 100% acquisition of King reflects the derecognition of the contributed equity of King of \$2,989,942, derecognition of pre-acquisition accumulated losses and reserves of King of (\$1,838,896) and (\$370,742) respectively; and estimated equity consideration of \$1,669,700. The consolidated adjustment is allocated to exploration and evaluation assets of \$889,396.
- Scenario 1 contemplates Whitebark acquiring 100% interest.

Scenario 2 – Whitebark acquires 50.1% of the issued capital of King

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ¹ \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT \$ ^{3,6} \$	PRO FORMA COMBINED GROUP \$
ASSETS				
Current Assets				
Cash and Cash Equivalents	45,518	920	2,000,000	2,046,438

	WHITEBARK 31 DECEMBER (UNAUDITED) 1 \$	KING 31 DECEMBER 2024 (UNAUDITED) 1 \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT 3,6 \$	PRO FORMA COMBINED GROUP \$
Trade and Other Receivables	-	12,401	-	12,401
Other current assets	-	-	-	-
Assets Held for sale	3,242,090	-	-	3,242,090
Total Current Assets	3,287,608	13,321	2,000,000	5,300,929
Non Current Assets				
Exploration and evaluation	-	1,532,507	445,588	1,978,095
Total Non Current Assets	-	1,532,507	445,588	1,978,095
Total Assets	3,287,608	1,545,828	2,445,588	7,279,024
LIABILITIES				
Current Liabilities				
Trade and Other Payables	896,248	323,948	267,995 ^{4,5}	1,488,191
Borrowings	-	70,834	-	70,834
Convertible Notes	378,767	-	-	378,767
Liabilities directly associated with assets held for sale	3,018,235	-	-	3,018,235
Total Current Liabilities	4,293,250	394,782	267,995	4,956,027
Non-Current Liabilities				
Decommissioning liabilities	2,142,586	-	-	2,142,586
Total Non-Current Liabilities	2,142,586	-	-	2,142,586
Total Liabilities	6,435,836	394,782	267,995	7,098,613
Net Assets	(3,148,228)	1,151,046	2,177,593	180,411
EQUITY				
Issued capital	76,220,727	2,989,942	346,072	79,556,741
Reserves	438,380	(370,742)	(183,752)	(116,114)
Convertible Notes	4,706	-	-	4,706
Equity classified as held for sale	8,663	-	-	8,663
Accumulated losses	(79,820,704)	(1,838,896)	1,625,901	(80,033,699)
Minority Interest	-	370,742	412,425	783,167
Total Equity	(3,148,228)	1,151,046	2,177,593	180,411

Notes:

1. The unaudited financial statements of Whitebark as at 31 December 2024.
2. The unaudited financial statements of King as at 31 December 2024.
3. 55,875,693 placement shares were issued on 14/2/25 raising \$363,192 in relation to the placement announced on 5 February 2025. The issue of 251,816,616 placement shares (representing \$1,636,808) remains subject to shareholder approval at an EGM in March 2025. Impact of foreign exchange rates not taken into account in readjusting Australian dollar balances.
4. 6% joint lead manager fee is payable on capital raised under the placement being \$120,000.

5. \$147,995 relates to transaction costs of the offers.
6. The accounting adjustment for the 50.1% acquisition of King reflects the derecognition of the contributed equity of King of \$2,989,942, derecognition of pre-acquisition accumulated losses and reserves of King of (\$1,838,896) and (\$370,742) respectively; and estimated equity consideration of \$836,520 (being 50.1%). The consolidated adjustment is allocated to exploration and evaluation assets of \$445,588.
7. Scenario 2 contemplates Whitebark acquiring 50.1% interest with a minority interest.

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WHITEBARK ENERGY LIMITED
ACN 079 432 796
SECOND SUPPLEMENTARY BIDDER'S STATEMENT

1. IMPORTANT INFORMATION

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Whitebark Energy Limited (ACN 079 432 796) (**Whitebark**) to the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 February 2025 issued by Whitebark (**Bidder's Statement**) in relation to its off-market takeover offers (**Offers**) for all of the fully paid ordinary shares (**King Shares**) and options to acquire King Shares (**King Options**) on issue in King Energy Limited (ACN 661 214 151) (**King**).

This Second Supplementary Bidder's Statement was lodged with ASIC on 6 March 2025. Neither ASIC nor ASX, nor any of their officers, takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement must be read together with the first supplementary bidder's statement dated 14 February 2025 (**First Supplementary Bidder's Statement**) and the Bidder's Statement. If there is a conflict between the Bidder's Statement, the First Supplementary Bidder's Statement, and this Second Supplementary Bidder's Statement, this Second Supplementary Bidder's Statement will prevail.

Unless the context otherwise requires, terms defined in the Bidder's Statement and the First Supplementary Bidder's Statement have the same meaning in this Secondary Supplementary Bidder's Statement.

Please consult your legal, financial or other professional adviser if you do not fully understand the contents of this Second Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement will be available on the ASX website (www.asx.com) and the Company's website (www.whitebarkenergy.com).

2. PURPOSE OF THIS SECOND SUPPLEMENTARY BIDDER'S STATEMENT

On 21 February 2025, the following were lodged with ASIC and released to Whitebark's ASX announcements platform:

- (a) a Target's Statement prepared by King (**Target's Statement**); and
- (b) a notice pursuant to section 650C(1) of the Corporations Act, which varied the Offers by extending the period during which the Offers will remain open for acceptance until 5:00pm (Perth time) on 24 March 2025, unless withdrawn or further extended (**Section 650C Notice**).

This Second Supplementary Bidder's Statement has been prepared to provide King Securityholders with:

- (a) an updated with respect to the transaction, including confirmation of the revised timetable;
- (b) provide additional disclosure with respect to the potential risks associated with the Offers;
- (c) further disclosure with respect to the unanimous recommendation of the King Directors¹ that, in the absence of a Superior Proposal, King Securityholders accept the relevant Offers made to them; and
- (d) further information with respect to the Offers, Whitebark, King, and the Combined Entity.

¹ In respect of the recommendations of the King Directors, King Securityholders should have regard to the fact that, if the Offers complete, the King Directors will each receive various personal benefits as further detailed in the Section 5 of this Second Supplementary Bidder's Statement.

3. TRANSACTION UPDATE

3.1 Acceptances

Whitebark is pleased to confirm that as of 5 March 2025, it has obtained a 80.36% voting power in King. Pursuant to section 654C(1) of the Corporations Act, Whitebark sent King a notice on 26 February 2025 that it has increased its voting power in King from below 50% to above 50%.

3.2 Timetable

The Bidder's Statement has been varied by the Section 650C Notice to the extent that all the key dates that are set out in the Bidder's Statement are consistent with the below.

EVENT	DATE
Announcement of the Offers	20 December 2024
Bidder's Statement lodged with ASIC	3 February 2025
Register Date	4 February 2025
Offers open (date of Offers)	10 February 2025
Date for Whitebark to give notice of the status of the Conditions pursuant to section 630(1) of the Corporations Act	17 March 2024
Offers close (unless otherwise extended or withdrawn)	5:00pm WST on 24 March 2025

4. RISK FACTORS

4.1 Overview of risks

King Securityholders should be aware that accepting the Offers may involve a number of risks and Whitebark Securities should be considered as highly speculative.

The future performance of the Combined Entity and the value of Whitebark Securities may be influenced by a range of factors, many of which are largely beyond the control of Whitebark and the Whitebark Directors.

The key risks associated with Whitebark's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 10 of the Bidder's Statement, as supplemented by this Section 4 of this Second Supplementary Bidder's Statement.

The predominant risks relating to Whitebark, the Combined Group, and the Offers are summarised below:

RISK	DESCRIPTION	FURTHER INFORMATION
Conditions of the Offers	As described in Section 12.10 and 12.11 of the Bidder's Statement, the Offers are subject to a number of Conditions. Subject to any statutory withdrawal rights that may be available, King Securityholders who accept the Offers whilst they remain conditional will no longer be able to sell any of their shares in King or withdraw their acceptance of the Offers.	Section 10.2 of the Bidder's Statement
Issue of Whitebark Securities as consideration	King Securityholders are being offered specific quantities of Whitebark Shares and Whitebark Options as part of the consideration under the Offers. As a result, the value of the Consideration will fluctuate	Section 10.2 of the Bidder's Statement

RISK	DESCRIPTION	FURTHER INFORMATION
	<p>depending upon the market value of Whitebark Shares.</p> <p>Accordingly, the market value of the Whitebark Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offers.</p>	
Going Concern	<p>Whitebark's annual report for the financial year ended 30 June 2024 (Annual Report) includes a note on the financial condition of Whitebark and the possible existence of a material uncertainty about Whitebark's ability to continue as a going concern.</p> <p>Section 4.2 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.2 of this Second Supplementary Bidder's Statement
Additional Requirements for Capital	<p>The Combined Group may be required to raise additional funds in the future in the event exploration costs exceed its estimates, to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Combined Group may incur.</p> <p>Section 4.3 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.3 of this Second Supplementary Bidder's Statement
Liquidity risk	<p>Liquidity risk is the risk that Whitebark will not be able to meet its financial obligations as they fall due. Whitebark's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.</p> <p>Section 4.4 of this Second Supplementary Bidder's Statement provides further information with respect to this risk.</p>	Section 10.3 of the Bidder's Statement and Section 4.4 of this Second Supplementary Bidder's Statement

4.2 Going Concern

Whitebark's Annual Report includes a note on the financial condition of Whitebark and the possible existence of a material uncertainty about Whitebark's ability to continue as a going concern.

Notwithstanding the 'going concern' qualification included in the Annual Report, the Whitebark Directors believe that upon the successful completion of the Offers and the Placement, Whitebark will have sufficient funds to adequately meet Whitebark's current exploration commitments and short-term working capital requirements.

However, it is important to note that the issue of 251,816,616 Whitebark Placement Shares (and therefore \$1,636,808 of the Placement's subscription funds) remains subject to shareholder approval.

If Whitebark is unable to obtain the necessary shareholder approval to raise the majority of the funds under the Placement, there is significant uncertainty as to whether Whitebark can continue as a going concern which is likely to have a material adverse effect on

Whitebark's activities. Based on the Company's current cash position, if the second tranche of the Placement does not proceed, the Company will have sufficient funds to continue as a going concern in the short term, but would be required to seek alternative funding arrangements as soon as possible to ensure that the Company is sufficiently funded to continue its operations in the medium to long term. However, the Company is not aware of any circumstances to suggest that the second tranche of the Placement will not proceed.

4.3 Additional requirements of capital

The Combined Group may be required to raise additional funds in the future in the event exploration costs exceed its estimates, to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Combined Group may incur.

The Combined Group may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Combined Group's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Combined Group's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Combined Group and might involve substantial dilution to Whitebark Shareholders.

Further, the Combined Group, in the ordinary course of its operations and developments, will be required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Combined Group's ability to provide such assurances is subject to external financial and credit market assessment, and its own financial position.

Loan agreements and other financing rearrangements such as debt facilities, convertible note issues and finance leases (and any related guarantee and security) that may be entered into by the Combined Group may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Combined Group would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Combined Group or default under a finance lease could also result in the loss of assets.

As is noted in Section 4.2 of this Second Supplementary Bidder's Statement, \$1,636,808 of the Placement's subscription funds remains subject to shareholder approval. Whitebark notes that if the shareholder approval that is required to complete the Placement is not obtained, there may be a heightened risk that the Combined Group may not be able to provide the necessary assurances as part of its usual operations and developments, which could result in the Combined Group's activities and future projects being delayed or indefinitely postponed. However, Whitebark wishes to confirm that, should the Placement complete, the Combined Group will be able to provide the necessary assurances to fund soil geochemistry work and 2D Seismic work on key targets at the Alinya Project. Any funds that are not allocated towards these activities will go towards the Company's working capital balance.

4.4 Liquidity risk

Liquidity risk is the risk that Whitebark will not be able to meet its financial obligations as they fall due. Whitebark's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

As is noted in Section 4.2 of this Second Supplementary Bidder's Statement, the Company's receipt in \$1,636,808 of the Placement's subscription funds remains subject to shareholder approval. Should the Placement not complete, it may cause strain on the Company's ability to meet its financial obligations as they fall due.

However, Whitebark notes that its approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

5. KING DIRECTORS' RECOMMENDATION

Whitebark refers to the following statements that is set out in page vi of the Bidder's Statement: "the King Directors unanimously recommend that King Securityholders accept the relevant Offers made to them, and have agreed to accept the offers in respect of their own holdings, in the absence of a Superior Proposal." This recommendation is provided throughout the Bidder's Statement.

Whitebark also notes that, as was disclosed in the Target's Statement, the King Directors notified King that they and their Associates hold the following interests in King Securities as at 20 February 2025.

DIRECTOR	KING SHARES	%	KING OPTIONS	%
Barnaby Egerton-Warburton ¹	5,417,000	9.2	3,208,500	10.7
Richard King ²	3,298,090	5.6	1,750,000	5.8
Stuart King ³	3,048,090	5.1	1,625,000	5.4
Matthew Hansen	1,350,000	2.3	675,000	2.3
Total	13,113,180	22.2	7,258,500	24.2

Notes:

- Held indirectly. 5.4 million King Shares and 3.2 million King Class B Options held by Whistler Street Pty Ltd ATF Warburton Discretionary Trust, and 17,000 King Shares and 8,500 King Class A Options held by BXW Ventures Pty Ltd.
- Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust
- Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust

In respect of the recommendations of the King Directors, King Securityholders should have regard to the fact that, on completion of the Offers, based on the information set out in the Target's Statement, the King Directors will each receive the following Whitebark Securities.

DIRECTOR	WHITEBARK SHARES	% ¹	WHITEBARK OPTIONS	% ²
Barnaby Egerton-Warburton ^{3,4}	9,151,519	1.36%	10,695,000	2.61%
Richard King ⁵	5,571,817	0.83%	5,833,334	1.42%
Stuart King ⁶	5,149,466	0.77%	5,416,667	1.32%
Matthew Hansen	2,280,700	0.34%	2,250,000	0.55%
Total	22,153,502	3.29%	24,195,001	5.91%

Notes:

- Assuming that there are 672,980,780 Whitebark Shares on issue on completion of the Offers (see Section 3 of the First Supplementary Bidder's Statement for further details).
- Assuming that there are 409,519,944 Whitebark Options on issue on completion of the Offers and the Placement (see Section 3 of the First Supplementary Bidder's Statement for further details).
- Being the Whitebark Shares that will be issued Mr Egerton-Warburton (through the relevant entities noted above) in consideration for Whitebark's acquisition of the King Shares that are held by Mr Egerton Warburton's entities.
- On 20 December 2024, Mr Egerton-Warburton acquired 1,000,000 Whitebark Shares on market following Whitebark's announcement of the Bid Implementation Agreement.
- Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust.
- Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust.

As is noted above, as of the date of this Second Supplementary Bidder's Statement, Mr Egerton Warburton holds 1,000,000 Whitebark Shares. Therefore, it is expected that Mr Egerton Warburton will hold 10,151,519 Whitebark Shares on completion of the Offers.

King has confirmed that as of the date of 25 February 2025, they have been notified by the King Directors that, other than Mr Egerton Warburton, they and their Associates do not have a Relevant Interest in any Whitebark Securities.

6. ADDITIONAL INFORMATION WITH RESPECT TO KING

6.1 Background

The Target's Statement contains certain information with respect to King that was either not included in the Bidder's Statement or was not consistent with the information that was set out in the Bidder's Statement.

The information provided in this Section 6 has been included in this Second Supplementary Bidder's Statement for the purposes of providing King Securityholders with fulsome disclosure.

The information in this Second Supplementary Bidder's Statement concerning King (including the information with respect to King that is set out in Sections 5 and 6, and Schedules 1 and 2) has not been independently verified by Whitebark. Accordingly, Whitebark does not, subject to any applicable laws, make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on King set out in this Bidder's Statement, as supplemented by this Second Supplementary Bidder's Statement, is not considered to be comprehensive.

6.2 Alinya Project – Minimum Work Requirements

Section 6.3 of the Target's Statement notes that King intends to apply to the South Australian Department of Energy and Mines (**DEM**) to suspend the minimum work requirements for the EPG's for a further six months.

If approved, King will have until 17 October 2025 to acquire a surface soil geochemical survey on the EPG's, with subsequent minimum work requirements for the EPG's extended by six months, and the term of the EPG's extended to 17 October 2029.

King confirmed in the Target's Statement that, as at 20 February 2025, King is not aware of any reason why the suspension will not be granted.

6.3 Substantial Holders

King confirmed that as at 20 February 2025, the substantial holders of King Shares and King Options were as follows.

DIRECTOR	KING SHARES	%	KING OPTIONS	%
Barnaby Egerton-Warburton ¹	5,417,000	9.2%	3,208,500	10.7
Budworth Capital Pty Ltd	4,000,000	6.8%	1,500,000	5.0
Ms Chunyan Niu	3,370,000	5.7%	1,685,000	5.6
Richard King ²	3,298,090	5.6%	1,750,000	5.8
Stuart King ³	3,048,090	5.1%	1,625,000	5.4
Total	19,133,180	32.4	9,768,500	32.5

Notes:

- Held indirectly. 5.4 million King Shares and 3.2 million King Class B Options held by Whistler Street Pty Ltd ATF Warburton Discretionary Trust, and 17,000 King Shares and 8,500 King Class A Options held by BXW Ventures Pty Ltd.
- Held indirectly by Dubwell Pty Ltd ATF Wexford and Waterford Trust.
- Held indirectly by Carwillkee Pty Ltd ATF EFK Family Trust.

6.4 Regulated Substance Exploration

It is stated in Section 6.11 of the Target's Statement that:

- (a) the EPG's currently authorise exploratory operations for petroleum accumulations and geological structures in which petroleum may have accumulated in accordance with the *Energy Resources Act 2000 (SA)* (formerly known as the *Petroleum and Geothermal Energy Act 2000 (SA)*) (**Energy Resources Act**);
- (b) the Energy Resources Act was amended in 2024 to:
 - (i) include hydrogen as a regulated substance; and
 - (ii) provide the holder of a petroleum exploration licence (**PEL**) the exclusive right to apply to the Minister for a regulated substance exploration licence (**RSEL**) that replaces/supersedes the PEL and allows the holder to carry out exploration activities relating to regulated substances, including petroleum, hydrogen and helium;
- (c) King intends to apply to the Minister administering the Energy Resources Act for RSELS to replace/supersede the EPG's in due course as part of preparing for its planned exploration drilling programme commencing in 2026; and
- (d) King is not aware of any reason why the Minister would not grant RSELS to replace the EPG's.

6.5 King Financial Information

In Section 6.12 of the Target's Statement, King provided audited consolidated financial statements of King and its controlled entities for the financial years ended 30 June 2023 and 30 June 2024 and the unaudited management prepared financial statements for the half year ended 31 December 2024.

Section 6.12 of the Target's Statements is set out in its entirety in Schedule 1 of this Second Supplementary Bidder's Statement.

7. INFORMATION WITH RESPECT TO THE OFFERS

7.1 Pro forma balance sheet

A revised pro-forma balance sheet is set out in Schedule 2 of this Second Supplementary Bidder's Statement, which reflects the material pro-forma financial disclosure with respect to the Company's financial position as at 31 December 2024.

7.2 Valuation of the Share Offer

Based on the closing price of Whitebark Shares on ASX of \$0.007 on 19 December 2024 the last trading day prior to the announcement of the recommended Offers, the implied value of a King Share is \$0.01182585 per King Share.

Based on the closing sale price for Whitebark Shares on ASX of \$0.006 on 6 March 2025, the implied value of the Share Offer is \$0.0010136443 per King Share.

The implied value of the Share Offer will change as a consequence of changes in the market price of Whitebark Shares. The following table may assist King Shareholders to determine the implied value of the Share Offer at different estimated Whitebark Share price levels. The table is not an indication of prices at which Whitebark Shares may trade – Whitebark Shares may trade within this range or at higher or lower levels.

ESTIMATED PRICES OF A WHITEBARK SHARE	IMPLIED OFFERS PRICE FOR A KING SHARE
0.20 cents	0.34 cents
0.30 cents	0.51 cents
0.40 cents	0.68 cents
0.50 cents	0.84 cents
0.60 cents	1.01 cents

ESTIMATED PRICES OF A WHITEBARK SHARE	IMPLIED OFFERS PRICE FOR A KING SHARE
0.70 cents	1.18 cents
0.80 cents	1.35 cents
0.90 cents	1.52 cents
1.00 cents	1.69 cents
1.10 cents	1.86 cents
1.20 cents	2.03 cents
1.30 cents	2.20 cents
1.40 cents	2.37 cents

*On the basis that 1.6894072 Whitebark Shares = 1 King Share.

7.3 Valuation of the Option Offer

Based on:

- (a) a deemed issue price equal to \$0.0072 on 20 December 2024;
- (b) a 3.91% risk free rate; and
- (c) 124% volatility rate,

the implied value of the Options Offers is \$469,780 (being \$0.004697 per King Option).

Based on:

- (a) the Whitebark Shares having a value equal to \$0.006, being the closing price Whitebark Shares on 6 March 2025;
- (b) a 3.91% risk free rate; and
- (c) 124% volatility rate,

the implied value of the Options Offers is \$376,301 (being \$0.003763 per King Option).

7.4 Reasons to accept the Offers

Whitebark wishes to retract the following reasons to accept the Offers that were set out in Section 2.2(d) of the Bidder's Statement, as they were erroneously included.

- (a) "You will have the opportunity to benefit from the cashflow generating capacity of Whitebark, increased market presence, greater liquidity and enhanced funding capacity of the Combined Group".
- (b) "The combined Group will also have a significantly larger balance sheet compared to King on a standalone basis, which will enhance the combined Group's ability to attract partners and funding or its current operations and future growth opportunities".

7.5 Other information

(a) Stamp duty

Whitebark wishes to advise that it does not expect the amount of duties and charges that may be payable in relation to the Offers (if any) to be material. Accordingly, the Company wishes to retract the following statement from Section 10.2 of the Bidder's Statement: "The amount of these duties and charges may be material."

(b) **Ineligible Foreign securityholders**

Whitebark confirms that it extended the Offers to all King Securityholders the held King Securities on the Register Date. Accordingly, Whitebark wishes to retract the references to the appointment of a nominee to deal with ineligible foreign securityholders' Consideration from Section 11.11 of the Bidders' Statement.

8. CONSENTS

The Company confirms that as at the date of this Second Supplementary Bidder's Statement, each of the parties that have been named as having consented to being named in the Bidder's Statement have not withdrawn that consent.

9. ASIC AND ASX DISCLAIMER

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC and provided to ASX on 6 March 2025.

None of ASIC, ASX or any of their respective officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

10. FURTHER INFORMATION

King Securityholders who have any questions in relation to the Offers please call the Company Secretary on +61 08 9323 2000.

11. DIRECTOR'S AUTHORISATION

This Second Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of Whitebark.

Signed for and on behalf of
Whitebark Energy Limited
Mark Lindh
Chairman

SCHEDULE 1 - HISTORICAL FINANCIAL INFORMATION

The historical financial information in this section has been extracted from the audited consolidated financial statements of King and its controlled entities (**King Group**) for the financial years ended 30 June 2023 and 30 June 2024 and the unaudited management prepared financial statements for the half year ended 31 December 2024. The full consolidated financial statements for the financial periods ended 30 June 2023 and 30 June 2024, including the notes to those financial statements have been issued to shareholders.

This historical financial information should not be relied on as being indicative of the future performance of King.

1. Historical consolidated statement of financial position

The historical consolidated statement of financial position of the King Group set out below has been derived from King's audited consolidated statement of financial position for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management prepared consolidated statement of financial position for the half year ended 31 December 2024. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and FY24 Annual Report.

\$'000	AS AT 31 DECEMBER 2024	AS AT 30 JUNE 2024	AS AT 30 JUNE 2023
Current assets			
Cash and cash equivalents	920	38,015	283,652
Receivables	12,401	6,010	3,987
Other	-	-	81,476
Derivative financial instruments	-	-	-
Total current assets	13,321	44,025	369,115
Non-current assets			
Property, plant and equipment		=	=
Exploration and evaluation assets	1,532,507	1,433,116	2,343,704
Mine properties	-	=	=
Deferred tax assets	-	=	=
Total non-current assets	1,532,507	1,433,116	2,343,704
Total assets	1,545,828	1,477,141	2,712,819
Current liabilities			
Trade and other payables	323,948	279,896	41,470
Provisions	-	-	-
Borrowings	70,834	-	-
Other financial liabilities	-	-	-
Total current liabilities	394,782	279,896	41,470
Non-current liabilities			
Provisions	-	=	=
Borrowings	-	=	=
Total non-current liabilities	-	=	=
Total liabilities	394,782	279,896	41,470

\$'000	AS AT 31 DECEMBER 2024	AS AT 30 JUNE 2024	AS AT 30 JUNE 2023
Net assets	1,151,046	1,197,245	2,671,349
Equity			
Issued capital	2,989,942	2,989,942	2,989,942
Reserves	(370,742)	(370,742)	(361,254)
Accumulated losses	(1,838,896)	(1,792,697)	(328,081)
Non-controlling interest	370,742	370,742	370,742
Total equity	1,151,046	1,197,245	2,671,349

2. Historical consolidated statement of profit and loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the King Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management prepared consolidated statements of profit or loss and other comprehensive income for the half year ended 31 December 2024. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and King's FY24 Annual Report.

\$'000	HALF YEAR ENDED 31 DECEMBER 2024	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Revenue			
Cost of goods sold	=	=	=
Gross profit / (loss)	=	=	=
Corporate employee expenses	-	-	-
Share-based employee expense	-	-	-
Borrowing and finance costs	-	(120)	(1,010)
Exploration and growth	-	-	-
Losses on derivative instruments	-	-	-
Other expenses	(46,199)	(1,224,845)	(327,071)
Impairment loss on assets	-	(249,139)	
(Loss) before income tax	(46,199)	(1,474,104)	(328,081)
Income tax (expense) / benefit	-	-	-
Net (loss) for the period attributable to the members of the parent entity	(46,199)	(1,474,104)	(328,081)
Other comprehensive income for the period, net of tax	-	-	9,488
Total comprehensive profit/(loss) for the period attributable to the members of the parent entity	(46,199)	(1,474,104)	(318,593)

3. Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the King Group set out below has been derived from King's audited consolidated statement of cash flows for the financial years ending 30 June 2023 and 30 June 2024 and from the unaudited management

prepared consolidated statements of cash flows for the half year ended 31 December 2024. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to King's FY23 Annual Report and King's FY24 Annual Report.

\$'000	HALF YEAR ENDED 31 DECEMBER 2024	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Cash flows from operating activities			
Interest received	-	-	-
Other income	-	-	-
Interest paid	-	-	-
Payments for exploration and growth	-	-	-
Payments to suppliers and employees	(37,095)	(135,409)	(442,597)
Net cash from / (used in) operating activities	(37,095)	(135,409)	(442,597)
Cash flows from investing activities			
Proceeds from disposal/(acquisition) of exploration assets		-	(1,761,573)
Payments for exploration and evaluation		(110,228)	(502,164)
Cash acquired on purchase of Elpis Resources Pty Ltd		-	44
Net cash (used in) investing activities		(110,228)	(2,263,693)
Cash flows from financing activities			
Proceeds from issue of share capital	-	-	3,029,192
Share issue transaction costs	-	-	(39,250)
Repayment of borrowings	-	-	-
Proceeds from borrowings	-	-	-
Transaction costs associated with borrowings	-	-	-
Repayment of lease liabilities	-	-	-
Premiums paid on put options	-	-	-
Net cash from / (used in) financing activities	-	-	2,989,942
Net increase / (decrease) in cash and cash equivalents	(37,095)	(245,637)	283,652
Cash and cash equivalents at beginning of period	38,015	283,652	-
Cash and cash equivalents at end of period	920	38,015	283,652

SCHEDULE 2 – PRO FORMA BALANCE SHEET

The pro forma balance sheet as at 31 December 2024 set out below (**Pro Forma Balance Sheet**) has been prepared for illustrative purposes only and on the assumption that the acquisition of the ownership interest in King occurred on one day, that is, there are no staged acquisitions.

The Pro Forma Balance Sheets have been prepared assuming two scenarios, being that Whitebark acquires 100% of King and that Whitebark acquires 50.1% of King.

The Pro Forma Balance Sheets both contemplate the completion of the Placement (and the corresponding raise of funds and reduction in existing debt), and that the Debt Conversion, Facilitation Shares, and JLM Options have been issued.

The Pro Forma Balance Sheet has been prepared in accordance with the measurement and recognition principles of International Financial Reporting Standards.

The Pro Forma Balance Sheet has not been audited and may be subject to changes arising from an audit process if an audit was performed on them. The unaudited balance sheet of King as at 31 December 2024 and unaudited consolidated balance sheet of Whitebark as at 31 December 2024 are also presented below.

The Pro Forma Balance Sheet is indicative only. Whitebark has drawn its own conclusions based on the known facts and other publicly available information.

This Schedule should be read in conjunction with the underlying financial information from which it was extracted, and the accounting policies of Whitebark and King as disclosed in their most recent financial reports.

Scenario 1 – Whitebark acquires 100% of the issued capital of King

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ² \$	MERGER AND KEY SUBSEQUEN T EVENT ADJUSTMEN TS ^{3,6} \$	PRO FORMA COMBINED GROUP \$
ASSETS				
Current Assets				
Cash and Cash Equivalents	45,518	920	2,000,000	2,046,438
Trade and Other Receivables	-	12,401	-	12,401
Other current assets	-	-	-	-
Assets Held for sale	3,242,090	-	-	3,242,090
Total Current Assets	3,287,608	13,321	2,000,000	5,300,929
Non Current Assets				
Exploration and evaluation	-	1,532,507	889,396	2,421,903
Total Non Current Assets	-	1,532,507	889,396	2,421,903
Total Assets	3,287,608	1,545,828	2,889,396	7,722,832
LIABILITIES				
Current Liabilities				
Trade and Other Payables	896,248	323,948	267,995 ^{4,5}	1,488,191
Borrowings	-	70,834	-	70,834
Convertible Notes	378,767	-	-	378,767

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ² \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENTS ^{3,6} \$	PRO FORMA COMBINED GROUP \$
Liabilities directly associated with assets held for sale	3,018,235	-	-	3,018,235
Total Current Liabilities	4,293,250	394,782	267,995	4,956,027
Non-Current Liabilities				
Decommissioning liabilities	2,142,586	-	-	2,142,586
Total Non-Current Liabilities	2,142,586	-	-	2,142,586
Total Liabilities	6,435,836	394,782	267,995	7,098,613
Net Assets	(3,148,228)	1,151,046	2,621,401	624,219
EQUITY				
Issued capital	76,220,727	2,989,942	1,179,252	80,389,921
Reserves	438,380	(370,742)	(183,752)	(116,114)
Convertible Notes	4,706	-	-	4,706
Equity classified as held for sale	8,663	-	-	8,663
Accumulated losses	(79,820,704)	(1,838,896)	1,625,901	(80,033,699)
Non-controlling interest		370,742	-	370,742
Total Equity	(3,148,228)	1,151,046	2,621,401	624,219

Notes:

- The unaudited financial statements of Whitebark as at 31 December 2024.
- The unaudited financial statements of King as at 31 December 2024
- 55,875,693 placement shares were issued on 14/2/25 raising \$363,192 in relation to the placement announced on 5 February 2025. The issue of 251,816,616 placement shares (representing \$1,636,808) remains subject to shareholder approval at an EGM in March 2025. Impact of foreign exchange rates not taken into account in readjusting Australian dollar balances.
- 6% joint lead manager fee is payable on capital raised under the Placement, being \$120,000
- \$147,995 relates to transaction costs of the offers.
- The accounting adjustment for the 100% acquisition of King reflects the derecognition of the contributed equity of King of \$2,989,942, derecognition of pre-acquisition accumulated losses and reserves of King of (\$1,838,896) and (\$370,742) respectively; and estimated equity consideration of \$1,669,700. The consolidated adjustment is allocated to exploration and evaluation assets of \$889,396.
- Scenario 1 contemplates Whitebark acquiring 100% interest.

Scenario 2 – Whitebark acquires 50.1% of the issued capital of King

	WHITEBARK 31 DECEMBER (UNAUDITED) ¹ \$	KING 31 DECEMBER 2024 (UNAUDITED) ¹ \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT ^{3,6} \$	PRO FORMA COMBINED GROUP \$
ASSETS				
Current Assets				
Cash and Cash Equivalents	45,518	920	2,000,000	2,046,438

	WHITEBARK 31 DECEMBER (UNAUDITED) 1 \$	KING 31 DECEMBER 2024 (UNAUDITED) 1 \$	MERGER AND KEY SUBSEQUENT EVENT ADJUSTMENT 3,6 \$	PRO FORMA COMBINED GROUP \$
Trade and Other Receivables	-	12,401	-	12,401
Other current assets	-	-	-	-
Assets Held for sale	3,242,090	-	-	3,242,090
Total Current Assets	3,287,608	13,321	2,000,000	5,300,929
Non Current Assets				
Exploration and evaluation	-	1,532,507	445,588	1,978,095
Total Non Current Assets	-	1,532,507	445,588	1,978,095
Total Assets	3,287,608	1,545,828	2,445,588	7,279,024
LIABILITIES				
Current Liabilities				
Trade and Other Payables	896,248	323,948	267,995 ^{4,5}	1,488,191
Borrowings	-	70,834	-	70,834
Convertible Notes	378,767	-	-	378,767
Liabilities directly associated with assets held for sale	3,018,235	-	-	3,018,235
Total Current Liabilities	4,293,250	394,782	267,995	4,956,027
Non-Current Liabilities				
Decommissioning liabilities	2,142,586	-	-	2,142,586
Total Non-Current Liabilities	2,142,586	-	-	2,142,586
Total Liabilities	6,435,836	394,782	267,995	7,098,613
Net Assets	(3,148,228)	1,151,046	2,177,593	180,411
EQUITY				
Issued capital	76,220,727	2,989,942	346,072	79,556,741
Reserves	438,380	(370,742)	(183,752)	(116,114)
Convertible Notes	4,706	-	-	4,706
Equity classified as held for sale	8,663	-	-	8,663
Accumulated losses	(79,820,704)	(1,838,896)	1,625,901	(80,033,699)
Minority Interest	-	370,742	412,425	783,167
Total Equity	(3,148,228)	1,151,046	2,177,593	180,411

Notes:

1. The unaudited financial statements of Whitebark as at 31 December 2024.
2. The unaudited financial statements of King as at 31 December 2024.
3. 55,875,693 placement shares were issued on 14/2/25 raising \$363,192 in relation to the placement announced on 5 February 2025. The issue of 251,816,616 placement shares (representing \$1,636,808) remains subject to shareholder approval at an EGM in March 2025. Impact of foreign exchange rates not taken into account in readjusting Australian dollar balances.
4. 6% joint lead manager fee is payable on capital raised under the placement being \$120,000.

5. \$147,995 relates to transaction costs of the offers.
6. The accounting adjustment for the 50.1% acquisition of King reflects the derecognition of the contributed equity of King of \$2,989,942, derecognition of pre-acquisition accumulated losses and reserves of King of (\$1,838,896) and (\$370,742) respectively; and estimated equity consideration of \$836,520 (being 50.1%). The consolidated adjustment is allocated to exploration and evaluation assets of \$445,588.
7. Scenario 2 contemplates Whitebark acquiring 50.1% interest with a minority interest.

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