RENERGEN LIMITED
Incorporated in the Republic of South Africa
(Registration number: 2014/195093/06)
JSE Share code: REN
A2X Share code: REN
ISIN: ZAE000202610
LEI: 378900B1512179F35A69
Australian Business Number (ABN): 93 998 352 675
ASX Share code: RLT
("**Renergen**" or "**the Company**")

RENERGEN QUARTERLY UPDATE

Fiscal Q3 2023 Highlights:

- **The helium cold box has successfully been recommissioned and tested.** Helium was successfully liquefied and recycled through the system;
- **Environmental Authorisation received** for the overhead power line to power the Virginia Phase 2 Gas Project;
- **Water Use licence received** for the overhead power line to power the Virginia Phase 2 Gas Project;
- **Annual maintenance is almost complete,** and
- **8 wells spudded**, with an early strike on the first well producing 115,000 standard cubic feet per day and 3.3% helium concentration.

Helium Cold Box

The helium cold box has successfully been recommissioned and tested.

Post the repair of the helium cold box, it was returned to site with all utility and process piping reconnected; the system was leak-checked under ambient conditions and purged of impurities using first nitrogen and then externally sourced gaseous helium. Prior to the repair of the helium cold box module, the system produced liquid helium but was unable to sustain efficient long-term production due to a loss in the vacuum of the cold box, which led to a loss of insulation and subsequent temperature rises in the system. We have recommissioned and run the helium module by injecting gaseous helium into our buffer tank, testing the liquefaction capability and stability profile of the system since the repairs were completed. During the cooldown and liquid helium production, the vacuum space was monitored for loss/leak over a period of several consecutive days, and during this time, liquid helium was produced, transferred to the storage tank and vaporised for return to the system inlet within a closed loop cycle thus ensuring all components are operating within design specification. We are, therefore, confident in the repair and are now looking to progress with final system integration so that commercial liquid helium production can commence.

Our customer will be moving their helium iso-container back to the site in order for us to fill it directly to improve filling time.

Environmental Authorisation

The Virginia Gas Project has received a positive Environmental Authorisation for the overhead power line to feed the Virginia Phase 2 Gas Project representing another major milestone on 31 July 2023.

The Department of Forestry, Fisheries and the Environment (DFFE) has granted an Environmental Authorisation in terms of the National Environmental Management Act (NEMA) of 1988 (Act No 107 of 1988) in accordance with the Environmental Impact Assessment Regulations (EIA Regulations) for the 33KV and 132KV overhead powerline project to supply power to the Virginia Phase 2 Gas Project.

Water Use License

The Virginia Gas Project has received a positive registration of a Water Use for the overhead power line to feed the Virginia Phase 2 project representing another major milestone on 31st July 2023 however Tetra4 was only notified in September 2023

The Department of Water and Sanitation (DWS) has confirmed that our request to be registered to use water in terms of General Authorisation no. 509 dated 2016 has been accepted. The intended water use falls within the ambit of the General Authorisation in terms of section 39 of the National Water Act, NO 36 OF 1998**.** This registration means that we may continue with the water uses as permissible in terms of Section22 (1) (a) (iii) of the NWA.

Project and Operations Report

Production operations

Following our last quarterly report, a critical decision was taken to bring forward routine scheduled annual maintenance of the process plant ahead of the helium integration and performance testing, which has been widely communicated to shareholders in the past weeks. During maintenance, operations are halted to service the moving parts such as compressors, which is what has resulted in the drop in production for the quarter, and production will recommence shortly. With the annual maintenance having been completed, we anticipate stable production for the next year, which will include helium production. The team has used this time to test our systems, procedures and processes and to implement several design optimisations to the process plant following observations from the first 12 months of LNG operations. It is believed these interventions will lead to increased long-term uptime and production efficiency and put us in good stead as we continue to ramp the plant up into full production.

Drilling and Exploration

Prior to the end of the reporting quarter, we spudded eight new wells at a total cost of ZAR 13.4 million to date:

Well Name	Planned Depth to End of Hole
T4KK004	750
T4KK007	900

T4KK008	750
T4KK009	850
T4KK010	850
T4KK011	850
T4KK012	750
T4KK013	1000

T4KK011 (new name to follow) had a gas strike at a depth of around 660 meters, subsequent to the end of this reporting period. Following a week of flow and flare testing, the new well is producing ~115,000 standard cubic feet of gas per day, with a helium concentration of 3.3%. The other wells have not yet reached target depth.

Licenses and Other Matters

There has been no change to the licences.

Johannesburg
29 December 2023

Authorised by: Stefano Marani
Chief Executive Officer

Designated Advisor
PSG Capital

To readers reviewing this announcement on the Stock Exchange News Service (SENS), this announcement may contain graphics and/or images which can be found in the PDF version posted on the Company's website.

www.renergen.co.za

For all media relations, please contact:
Mandy Stuart
Head of Marketing & ESG Management
mandy@renergen.co.za

For all US investors and media relations, please contact:
Georg Venturatos / Jared Gornay – Gateway Group, (949) 574-3860
Ren@gateway-grp.com

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity
RENERGEN LIMITED

ABN	Quarter ended ("current quarter")
93998352675	30 November 2023

Consolidated statement of cash flows		Current quarter ZAR'000	Year to date (9 months) ZAR'000
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	13 920	45 454
1.2	Payments for		
	(a) exploration & evaluation	(263)	(293)
	(b) development	-	-
	(c) production	(3 363)	(15 193)
	(d) staff costs	(6 404)	(19 357)
	(e) administration and corporate costs	(18 495)	(40 151)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	2 058	4 019
1.5	Interest and other costs of finance paid	(3)	(144)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material) – - Restricted cash	(1 868)	(8 519)
1.9	**Net cash used in operating activities**	**(14 418)**	**(34 184)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	(27 489)	(164 804)
	(d) exploration & evaluation	(21 692)	(45 272)
	(e) investments	-	-
	(f) other non-current assets – other intangible assets	(754)	(2 895)

	Consolidated statement of cash flows	Current quarter ZAR'000	Year to date (9 months) ZAR'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash used in investing activities**	**(49 935)**	**(212 971)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	10 000
3.2	Proceeds from issue of convertible debt securities	-	55 972
3.3	Proceeds from exercise of options	-	22 581
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	318 000
3.6	Repayment of borrowings	(39 882)	(132 189)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other – lease payments	(990)	(1 582)
3.10	**Net cash (used in)/from financing activities**	**(40 872)**	**272 782**

4.	**Net increase/(decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	186 504	55 704
4.2	Net cash used in operating activities (item 1.9 above)	(14 418)	(34 184)
4.3	Net cash used in investing activities (item 2.6 above)	(49 935)	(212 971)
4.4	Net cash (used in)/from financing activities (item 3.10 above)	(40 872)	272 782

Consolidated statement of cash flows		**Current quarter ZAR'000**	**Year to date (9 months) ZAR'000**
4.5	Effect of movement in exchange rates on cash held	(152)	(204)
4.6	**Cash and cash equivalents at end of period**	**81 127**	**81 127**

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter ZAR'000**	**Year to date (9 months) ZAR'000**
5.1	Bank balances	50 645	50 645
5.2	Call deposits	30 482	30 482
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**81 127**	**81 127**

6.	**Payments to related parties of the entity and their associates**	**Current quarter ZAR'000**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	560
6.2	Aggregate amount of payments to related parties and their associates included in item 2	4 669

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

The amounts disclosed under 6.1 and 6.2 relate to remuneration paid to directors and prescribed officers.

7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end ZAR'000**	**Amount drawn at quarter end ZAR'000**
7.1	Loan facilities	1 240 294	1 240 294
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	**Total financing facilities**	**1 240 294**	**1 240 294**

7.5	**Unused financing facilities available at quarter end**	**-**

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

The US Dollar (US$) denominated loan and debentures included in the amount disclosed above were translated at a rate of R18.728/US$1 on 30 November 2023.

DFC Loan

Tetra4 entered into a US$40.0 million finance agreement with the US International Development Finance Corporation (“DFC”) on 20 August 2019 (“Facility Agreement”). The first draw down of US$20.0 million took place in September 2019, the second draw down of US$12.5 million in June 2020 and the final drawdown of US$7.5 million on 28 September 2021. Tetra4 shall repay the loan in equal quarterly instalments of US$1.1 million (R20.6 million using the rate at 30 November 2023) on each payment date which began on 1 August 2022 and will end on 15 August 2031. The loan is secured by a pledge of Tetra4’s assets under construction, land and the Debt Service Reserve Account.

The first drawdown of $20.0 million attracts interest of 2.11% per annum. Interest on the second and final drawdowns is 1.49% and 1.24% per annum, respectively. Interest is payable by Tetra4 to the DFC quarterly on 15 February, 15 May, 15 August and 15 November of each year (“Repayment Dates”) for the duration of the loan. Qualifying interest attributable to assets under construction, within property, plant and equipment, is capitalised in line with the Group policy. Interest paid during the quarter totalled US$0.16 million (R2.8 million).

A guarantee fee of 4% per annum is payable by Tetra4 to the DFC on any outstanding loan balance. The guarantee fee is payable quarterly on the Repayment Dates. Tetra4 paid guarantee fees totalling US$0.35 million (R6.5 million) during the quarter.

A commitment fee of 0.5% per annum was payable by Tetra4 to the DFC on any undisbursed amounts under the Facility Agreement. Commitment fees were payable quarterly on the Repayment Dates. Tetra4 did not pay any commitment fees during the quarter as there were no undrawn amounts during the period.

An annual maintenance fee of US$0.04 million is payable by Tetra4 to the DFC for the duration of the loan term and is payable on 15 November of each year, and commenced on 15 November 2020. The maintenance fee covers administrative costs relating to the loan. Tetra4 paid annual maintenance fees totalling US$0.04 million (R0.7 million) during the quarter.

The DFC loan outstanding on 30 November 2023 amounted to US$33.5 million (R627.4 million).

The following debt covenants apply to the DFC loan:

a) Tetra4 is required to maintain at all times i) a ratio of all interest-bearing Debt to EBITDA of not more than 3.0 to 1; (ii) a ratio of Current Assets to Current Liabilities of not less than 1 to 1; and (iii) a Reserve Tail Ratio of not less than 25%.

b) Tetra4 is required to maintain at all times (i) a ratio of Cash Flow for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, to Debt Service for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, of not less than 1.30 to 1; and (ii) a ratio of Cash Flow for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, to Debt Service for the next succeeding four (4) consecutive full fiscal quarters of not less than 1.3 to 1.

c) Tetra4 is required to ensure that the Debt Service Reserve Account is funded in the aggregate of all amounts due to the DFC within the next 6 months.

The covenants in a) and b) will apply 18 months after the completion of the construction of the Virginia Gas Plant. Tetra4 has complied with the covenant under c) above for the quarter and believes that it will be able to comply with the covenants throughout the tenure of the loan.

"Reserve Tail Ratio" means for any calculation date, the quotient obtained by dividing (a) all of the Borrower's remaining Proved Reserves as of such calculation date by (b) all of the Borrower's Proved Reserves as of the date of the Facility Agreement.

IDC loan

Tetra4 entered into a R160.7 million loan agreement with the IDC on 17 December 2021. An amount of R158.8 million was drawn down on 22 December 2021 and is repayable in 102 equal monthly payments which commenced in June 2023. The loan terms include a 12-month interest capitalisation and an 18-month capital repayment moratorium. The loan accrues interest at the prime lending rate plus 3.5% (15.25% on 30 November 2023) and is secured by a pledge of Tetra4's assets under construction, land and the Debt Service Reserve Account. The IDC loan outstanding on 30 November 2023 amounted to R176.3 million and interest accrued during the quarter amounted to R6.8 million. Qualifying interest attributable to assets under construction, within property, plant and equipment, is capitalised in line with the policy of the Group.

The following debt covenants apply to the IDC loan:

a) Tetra4 is required to maintain the same financial and reserve tail ratios, and Debt Service Reserve Account as mentioned under the DFC loan.

b) In addition, Tetra4 shall not make any shareholder dividend distribution, repay any shareholders' loans and/or pay any interest on shareholders' loans or make any payments whatsoever to its shareholders without the IDC's prior written consent, if:

  - Tetra4 is in breach of any term of the loan agreement; or
  - the making of such payment would result in a breach of any one or more of the financial ratios above.

The covenants in a) will apply from 15 August 2025. Tetra4 has complied with the covenant under b) above for the quarter and believes that it will be able to comply with the covenants throughout the tenure of the loan. Tetra4 also maintains a Debt Service Reserve Account with respect to the IDC loan.

Molopo loan

Tetra4 entered into a R50.0 million loan agreement with Molopo on 1 May 2013. This loan was part of the conditions of the sale of shares in Tetra4 from Molopo to Windfall Energy Proprietary Limited. The original loan term was for the period from inception of the loan on 1 May 2013 until 31 December 2022. During this period, the loan was unsecured and interest free. As the loan was not repaid on 31 December 2022, it now accrues interest at the prime lending rate plus 2% (13.75% on 30 November 2023). The loan is still unsecured and does not have repayment terms. The loan can only be repaid when Tetra4 declares a dividend and utilising a maximum of 36% of the distributable profits in order to pay the dividend. It is not expected that the loan will be repaid in the next 12 months given the unavailability of distributable profits based on Tetra4's most recent forecasts. As such, the loan is classified as long term. The loan advanced to Tetra4 by Renergen can only be repaid after the loan from Molopo has been settled.

Interest included in profit and loss amounted to R1.9 million for the quarter. The Molopo loan outstanding on 30 November 2023 amounted to R56.5 million.

SBSA Bridge Loan
Renergen entered into a R303.0 million secured bridge loan facility agreement with Standard Bank of South Africa Limited ("SBSA") on 30 June 2023 ("SBSA Bridge Loan"). The SBSA Bridge Loan was fully drawn by Renergen on 30 June 2023 and proceeds will be used to fund expansionary capital expenditure for the Virginia Gas Project. Part of the proceeds of the SBSA Bridge Loan were also used to pay transaction costs attributable to the loan arrangement.

The loan is repayable on or before 30 June 2025 and accrues interest at a rate equivalent to JIBAR plus a variable margin (JIBAR plus the margin equated to 14.33% on 30 November 2023). Interest is compounded and capitalised quarterly to the principal amount owing. Early settlement of the SBSA Bridge Loan before 30 June 2025 will become due within 5 business days of the earlier of the receipt of proceeds from either the Nasdaq IPO of Renergen or the Project Investor Agreement ("PIA") has become unconditional and Tetra4 has received funds due under the PIA. The PIA sets out terms and conditions for the acquisition of shares in Tetra4 by a selected investor.

The SBSA Bridge Loan is secured by a third ranking pledge of Tetra4's assets under construction, land, the global business account and shares held by Renergen in Tetra4. The SBSA Bridge Loan outstanding on 30 November 2023 amounted to R321.8 million and interest accrued during the quarter amounted to R11.2 million. Qualifying interest is capitalised to assets under construction, within property, plant and equipment, in line with the Group policy.

Unsecured Convertible Debentures
Renergen entered into a US$7.0 million unsecured convertible debenture subscription agreement ("Subscription Agreement") with AIRSOL SRL ("AIRSOL"), an Italian wholly-owned subsidiary of SOL S.p.A, on 30 August 2023 for the subscription by AIRSOL in Renergen debentures in two tranches of US$3.0 million ("Tranche 1") and US$4.0 million ("Tranche 2"). Tranche 1 was received on 30 August 2023 and AIRSOL will subscribe for Tranche 2 when the terms of the PIA have become unconditional and Tetra4 has received funds due under the PIA. This transaction is linked to the Nasdaq IPO.

The debentures have a maturity date of 28 February 2025 and accrue interest at a rate of 13% per annum, calculated and compounded semi-annually on the outstanding principal amount. Interest is payable on 28 February and 31 August of each year during the term of the debentures.

On maturity, the debentures can be settled in cash or converted to shares in Renergen at a conversion rate to be determined by dividing the outstanding principal amount by the conversion price. The conversion price has been agreed as follows:

- If the Nasdaq IPO has not been completed before the maturity date of the debentures, the conversion price will be 90% of the 30-day volume weighted average traded price of Renergen shares on the Johannesburg Stock Exchange.
- If the Nasdaq IPO has occurred before the maturity date of the debentures, and the shares to be issued are Renergen shares admitted to trading on the JSE, the conversion price with be 90% of the Rand equivalent of the deemed US$ price per share applicable in the IPO.
- If the Nasdaq IPO has occurred before the maturity date of the debentures, and the shares to be issued are Renergen American Depositary Shares ("ADSs"), the conversion price with be 90% of the Rand equivalent of the US$ issue price per ADS.

Tranche 1 debentures outstanding on 30 November 2023 amounted to US$3.1 million (R58.0 million) and interest accrued during the quarter amounted to US$0.1 million (R1.9 million).

8.	**Estimated cash available for future operating activities**	**ZAR'000**
8.1	Net cash generated from operating activities (item 1.9)	(14 418)
8.2	Payments for exploration and evaluation classified as investing activities) (item 2.1(d))	(21 692)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(36 110)
8.4	Cash and cash equivalents at quarter end (item 4.6)	81 127
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	81 127
8.7	**Estimated quarters of funding available (item 8.6 divided by item 8.3)**	2.25

Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:

8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: Not applicable

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: Not applicable

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Not applicable

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: **29 December 2023**

Authorised by: **By the Board**
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An

entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – eg Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.